

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (date of earliest event reported) **August 4, 2005**

Ashlin Development Corporation

(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction
of incorporation)

000-29245
(Commission
File Number)

65-0452156
(IRS Employer
Identification No.)

4400 North Federal Highway, Suite 210, Boca Raton, FL 33431

(Address of principal executive offices) (Zip Code)

(561) 391-6196

Registrant's telephone number, including area code

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Principal Officers; Election of Directors: Appointment of Principal Officers

At the 2005 Annual Meeting of Shareholders held on August 4, 2005, Theodore T. Alflen, James A. Brown, and Steven Pomerantz were duly reelected as the Directors of the registrant.

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year

At the 2005 Annual Meeting of Shareholders, held on August 4, 2005, the shareholders approved an amendment to the Company's Articles of Incorporation which increased the total number of authorized shares of the Company to 160,000,000 shares, consisting of (i) 150,000,000 shares of common stock and (ii) 10,000,000 shares of "blank check" preferred stock. The Articles of Amendment to Articles of Incorporation, as filed with the Florida Secretary of State, are attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Articles of Amendment to Articles of Incorporation dated August 10, 2005

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ASHLIN DEVELOPMENT CORPORATION

By: /s/ JAMES A. BROWN

James A. Brown
Chief Executive Officer

Date: August 10, 2005

EXHIBIT INDEX

Exhibit Number	Description
3.1	Articles of Amendment to Articles of Incorporation dated August 10, 2005

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ASHLIN DEVELOPMENT CORPORATION**

Pursuant to the provisions of section 607.1006, Florida Statutes, Ashlin Development Corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: ARTICLE IV of the articles of incorporation (the “Articles”) is hereby amended in its entirety to read as follows:

ARTICLE IV

CAPITAL STOCK

The total number of shares of each class that the corporation shall have the authority to issue is 160,000,000 shares, consisting of:

- (a) 150,000,000 shares of common shares (the “Common Shares”), par value \$.001 per share;
- (b) 10,000,000 shares of preferred shares (the “Preferred Shares”), par value \$.001 per share.

The designations, powers, preferences and relative participating, optional or other special rights, and the qualifications, limitations, and restrictions thereof in respect of the Common Shares and Preferred Shares, are as follows:

A. COMMON SHARES

1. Voting. Except as otherwise expressly provided by law, and subject to the voting rights provided to the holders of Preferred Shares by these Articles of Amendment of Articles of Incorporation, the Common Shares shall have exclusive voting rights on all matters requiring a vote of shareholders, voting together with the holders of Preferred Shares, as one class.

2. Other Rights. Each share of Common Shares issued and outstanding shall be identical in all respects one with the other, and no dividends shall be paid on any shares of Common Shares unless the same is paid on any shares of Common Shares outstanding at the time of such payment. Except for and subject to those rights expressly granted to the holders of the Preferred Shares, or except as may be provided by the laws of the State of Florida, the holders of Common Shares shall have exclusively all other rights of shareholders.

B. PREFERRED SHARES

1. Issuance. The Preferred Shares may be issued from time to time in one or more series. Subject to the limitations set forth herein and any limitations prescribed by law, the Board of Directors is expressly authorized, prior to issuance of any series of Preferred Shares, to fix by resolution or resolutions providing for the issue of any series the number of shares included in such series and the designations, relative powers, preferences and rights, and the qualifications, limitations or restrictions of such series. Pursuant to the foregoing general authority vested in the Board of Directors, but not in limitation of the powers conferred on the Board of Directors thereby and by the Florida Business Corporations Act, the Board of Directors is expressly authorized to determine with respect to each series of Preferred Shares:

- (a) voting rights, if any, which may include the right to vote together as a single class with our common stock and any other series of the blank check preferred stock with the number of votes per share accorded to shares of such series being the same as or different from that accorded to such other shares,
- (b) the dividend rate per annum, if any, and the terms and conditions pertaining to dividends and whether such dividends shall be cumulative,
- (c) the amount or amounts payable upon such voluntary or involuntary liquidation,
- (d) the redemption price or prices, if any, and the terms and conditions of the redemption,
- (e) sinking fund provisions, if any for the redemption or purchase of such shares,
- (f) the terms and conditions on which such shares are convertible, in the event the shares are to have conversion rights, and
- (g) any other rights, preferences and limitations pertaining to such series which may be fixed by our Board of Directors pursuant to the Florida Business Corporation Act.

SECOND The foregoing amendment was adopted and approved by the shareholders of the Corporation at the 2005 Annual Meeting of the shareholders held on August 4, 2005. The number of affirmative votes cast in favor of the Articles of Amendment was sufficient for approval by the holders of Common Shares.

THIRD: Except as specifically amended hereby, all provisions of the Articles shall remain in full force and effect.

[THE REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Signed this 10th day of August, 2005.

ASHLIN DEVELOPMENT CORPORATION

By: /s/ JAMES A. BROWN

James A. Brown,
Chief Executive Officer