

F98000001114



ACCOUNT NO. : 072100000032
 REFERENCE : 724494 5017858
 AUTHORIZATION : *Patricia Pujate*
 COST LIMIT : \$ ~~35.00~~

~~\$70.00~~

ORDER DATE : March 2, 1998
 ORDER TIME : 12:22 PM
 ORDER NO. : 724494-015
 CUSTOMER NO: 5017858

CUSTOMER: Craig Schnee, Esq
 Bulova Technologies, Inc.
 101 N. Queen Street
 Lancaster, PA 17603

800002447278--1

ARTICLES OF MERGER

NATIONAL METALWORKING CORPORATION

INTO

NMC ACQUISITION CORPORATION

FILED
 98 MAR -4 PM 4:01
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

3/5
Jon Merges

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

← changed cost limit per

RECEIVED
 98 MAR -4 PM 2:37
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONAL METALWORKING CORPORATION, a Florida corporation,
P94000023636

into

NMC ACQUISITION CORPORATION, a Delaware corporation F98000001114

File date: March 4, 1998

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER
OF
NATIONAL METALWORKING CORPORATION
AND
NMC ACQUISITION CORPORATION**

FILED

98 MAR -4 PM 4:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging National Metalworking Corporation with and into NMC Acquisition Corporation.
2. The shareholders of National Metalworking Corporation entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on February 19, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
3. The merger of National Metalworking Corporation with and into NMC Acquisition Corporation is permitted by the laws of the jurisdiction of organization of NMC Acquisition Corporation and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of NMC Acquisition Corporation is February 19, 1998.
4. The effective time and date of the merger herein provided for in the State of Florida shall be upon the filing of these Articles of Merger by the Department of State.


Executed on February 28, 1998.

National Metalworking Corporation



Stephen L. Gurba
President and Chief Executive Officer

NMC Acquisition Corporation



Douglas A. Bell
President

PLAN OF MERGER adopted on February 19, 1998 by resolution of the Board of Directors of National Metalworking Corporation, a business corporation organized under the laws of the State of Florida, and adopted on February 19, 1998 by resolution of the Board of Directors of NMC Acquisition Corporation, a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are National Metalworking Corporation, a business corporation organized under the laws of the State of Florida, and NMC Acquisition Corporation, a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which National Metalworking Corporation plans to merge is NMC Acquisition Corporation.

1. National Metalworking Corporation and NMC Acquisition Corporation shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of NMC Acquisition Corporation, be merged with and into a single corporation, to wit, NMC Acquisition Corporation, which shall be the surviving corporation upon the effective date of the merger and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of National Metalworking Corporation, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.
2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.
3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.
4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into the right to receive a pro rata share of \$178,000. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.