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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 19 AM 11:11

ACCOUNT NO. : 072100000032
REFERENCE : 711357 5017858
AUTHORIZATION : Patricia Pujot
COST LIMIT : \$ 285.00

ORDER DATE : February 18, 1998
ORDER TIME : 9:31 AM
ORDER NO. : 711357-005
CUSTOMER NO: 5017858
CUSTOMER: Beth Jackl, Legal Assistant
Bulova Technologies, Inc.
101 N. Queen Street
Lancaster, PA 17603

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FOREIGN FILINGS

900002434799--0

NAME: BULOVA TECHNOLOGIES, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

M98-158

Name Availability	OK 2-19
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgement	OK
W. P. Verifier	OK

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

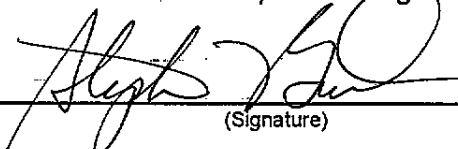
1. The name of the limited liability company is: Bulova Technologies L.C.

2. The name and address of the registered agent and office is:

Corporation Service Company
(Name)
1201 Hays Street
(P.O. Box not acceptable)
Tallahassee, Florida 32301
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


By: 
(Signature)

2-16-98
(Date)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Bulova
Technologies L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 6,095,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ N/A . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 6,095,000 . This total includes amounts from 2 and 3 above.

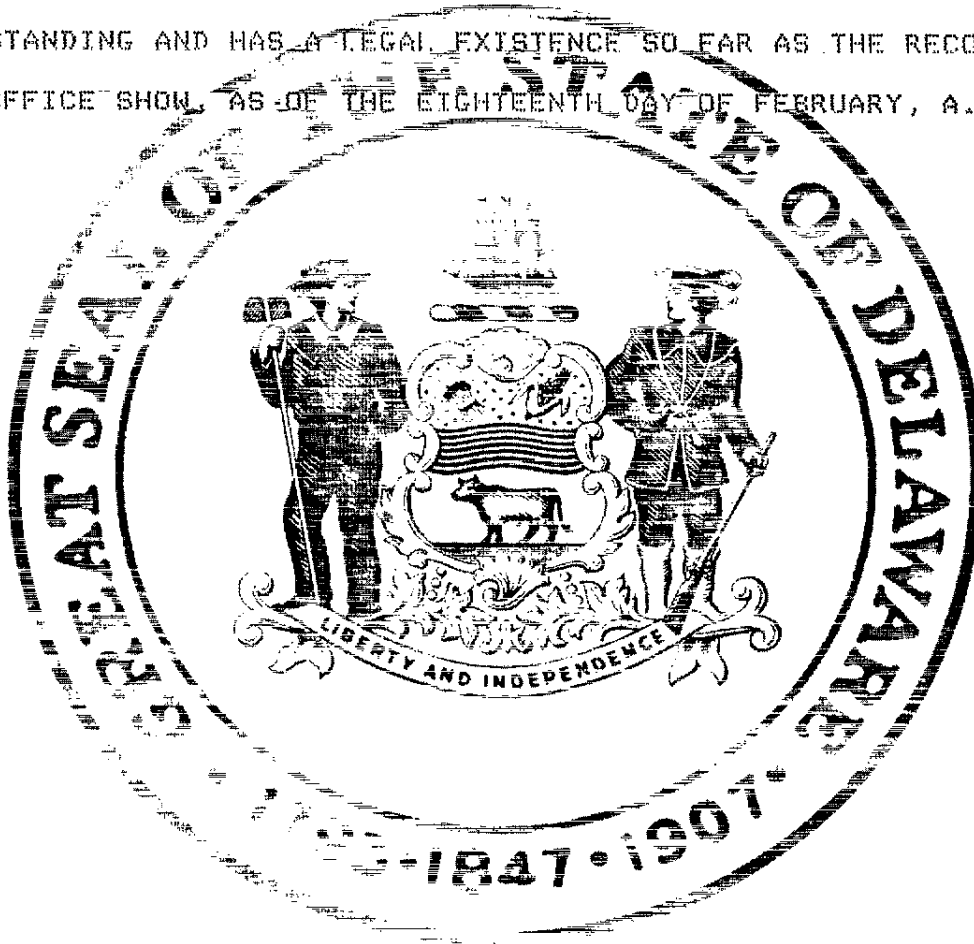


Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BULOVA TECHNOLOGIES I.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF FEBRUARY, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

2465348 8300

981063358

AUTHENTICATION:

8926864

DATE:

02-18-98