

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
TAMPA DIVISION

In re:	Chapter 11
CYBERCARE, INC.,	Case No. 8:05-bk-27268-MGW
CYBERCARE TECHNOLOGIES, INC.,	Case No. 8:05-bk-27331-MGW
Debtors.	Jointly Administered Under
_____ /	Case No. 8:05-bk-27268-MGW

**ORDER CONFIRMING DEBTORS' AMENDED JOINT
CHAPTER 11 PLAN OF REORGANIZATION AND
APPROVING DEBTORS' AMENDED JOINT DISCLOSURE STATEMENT**

THIS CASE came before the Court for hearing on June 17, 2009 at 11:00 a.m. (the “**Confirmation Hearing**”) to consider final approval of the *Debtors' Amended Joint Disclosure Statement in Connection With Debtors' Amended Joint Chapter 11 Plan of Reorganization* (Doc. No. 734) (the “**Disclosure Statement**”) and confirmation of the *Debtors' Amended Joint Chapter 11 Plan of Reorganization* (Doc. No. 733) (the “**Plan**”). The Court has considered (i) the Disclosure Statement and the Plan; (ii) the *Conditional Objection of Secured Creditor Phoenix Leasing Incorporated to Confirmation of Debtors' Amended Joint Chapter 11 Plan of Reorganization* (Doc. No. 744) (the “**Phoenix Leasing Objection**”); (iii) the *Debtors' Confirmation Affidavit and Memorandum in Support of Confirmation* (Doc. No. 748) (“**Debtors' Confirmation Affidavit**”); and (iv) the *Declaration in Support of Confirmation of Amended Joint Chapter 11 Plan of Reorganization of CyberCare, Inc. and CyberCare Technologies, Inc.* (Doc. No. 749) (“**BLVT Declaration**”) filed by Bulova Technologies Group, Inc.

("BLVT"); (v) the record in these cases; (vi) the proposed modifications to the Plan announced on the record in open Court to address the Phoenix Leasing Objection and certain concerns that had been articulated by the staff of the Securities and Exchange Commission ("SEC Staff"); and (vii) the argument and proffers of counsel made at the Confirmation Hearing. For the reasons announced orally and recorded in open Court that shall constitute this Court's decision, the Court finds that (1) the Disclosure Statement provides "adequate information" and otherwise satisfies all of the requirements of § 1125 of the Bankruptcy Code and should be finally approved, and (2) the Plan (as modified by this Order) has been proposed in good faith and satisfies all of the requirements of the Bankruptcy Code, including §§ 1123, 1126, and 1129 and should be confirmed. Therefore, it is:

ORDERED:

1. The Disclosure Statement complies with § 1125 and all other applicable provisions of the Bankruptcy Code and is hereby **APPROVED** as containing adequate information (as defined by § 1125(a) of the Bankruptcy Code).

2. All of the requirements of § 1129(a) of the Bankruptcy Code have been satisfied and the Plan is **CONFIRMED** with the following modifications that were announced orally in open Court and shall be incorporated into the Plan as if fully set forth therein (the "**Modifications**");

- (a) Sections 2.2.20, 2.2.23, 5.9.1.3, 7.5.2, 7.7.21 [sic], 7.7.3.1 and 9.2.3 are deleted in the entirety and replaced with the following:

2.2.20 **BLVT Call**" means BLVT's right to purchase all of the restricted New Stock issued and distributed to the Tang Entities on account of their Allowed Class 8(A) General Unsecured Claims within the two (2) years following the Effective Date, as provided in Section 7.7.2.1 of this Plan.

2.2.23 **BLVT Plan Payment**” means the funds in the amount of \$200,000.00 to be deposited into the Plan Account by or at the direction of BLVT within ten (10) days of the date the Confirmation Order becomes a Final Order, 2.2.5.6 “Effective Date” means the date that is twenty (20) days after the date the Confirmation Order becomes a Final Order of which \$165,000.00 will be used to fund the Judgment Lien Creditor Fund, and the remainder to supplement the Administrative Claims Fund for the payment on account of Allowed Administrative Claims.

5.9.1.3 All distributions to the Tang Entities on account of their Allowed Class 8(A) Unsecured Claims shall be made only through the pro-rata distribution of New Stock from the Unsecured Stock Pool which New Stock shall be restricted during the two (2) years following the Effective Date in which BLVT may exercise the BLVT Call. Any other Allowed Class 8(A) Unsecured Creditor of CyberCare shall be deemed to have elected to receive a Pro Rata Distribution from the BLVT Stock Pool unless such Class 8(A) Unsecured Creditor affirmatively elects to participate in distributions of New Stock from the Unsecured Stock Pool by so indicating on its Ballot.

7.5.2 BLVT Plan Payment. BLVT shall provide the Reorganized Debtors with the BLVT Plan Payment within ten (10) days of the date to Confirmation Order becomes a Final Order as a condition of the Effective Date.

7.7.2.1 Within the two years following the Effective Date, BLVT, or its assigns, in its sole discretion, will have the right to purchase all of the restricted New Stock issued to the Tang Entities on account of their Allowed Class 8(A) Unsecured Claims for the total amount of \$4,000,000.00 payable in Cash.

7.7.3.1 If BLVT does not exercise its rights under the BLVT Call with respect to the New Stock issued to the Tang Entities on account of their Class 8(A) Unsecured Claims against CyberCare during the two years following the Effective Date, at the expiration of such two-year period, the holders of the BLVT CyberTech Shares that are distributed to the Holders of Class 8(B) Unsecured Claims against CyberTech will have the right but not the obligation, to require BLVT to purchase all of the BLVT Stock issued to such Class 8(B) Unsecured Creditors of CyberTech in exchange for a payment from BLVT of \$500,000.00, payable in Cash. The BLVT Put amount will be distributed pro rata among the holders of BLVT CyberCare Shares distributed to the Class 8(B) Unsecured Creditors of CyberTech based on the proportionate share of BLVT CyberCare Shares held by the Unsecured Creditors of CyberTech.

9.2.3 BLVT shall have deposited the BLVT Plan Payment in the Plan Account within ten (10) days of the Date the Confirmation Order becomes a Final Order.

- (b) The first sentence of Section 7.8.2 of the Plan is deleted and replaced with the following:

7.8.2 The New Stock to be issued to the Holders of Allowed Class 8(A) and Allowed Class 11 CyberCare Equity Interests, other than the new Stock to be issued to the Tang Entities that is subject to the BLVT Call, will be deemed to be issued in a public offering pursuant to the exemption provided under Section 1145 of the Bankruptcy Code, provided any Holder shall comply with applicable federal and state securities laws to the extent not superseded by Section 1145 of the Bankruptcy Code.

- (c) The second full paragraph of Section 7.8.2 of the Plan is deleted and replaced with the following:

The New Stock and BLVT CyberCare Shares to be issued to the Holders of Allowed Class 8(A) Unsecured Claims against CyberCare and Allowed Class 11 CyberCare Equity Interests and the BLVT CyberTech Shares to be issued to the Holders of Class 8(B) Unsecured Claims against CyberTech on the Effective Date will be issued pursuant to the exemption from the registration requirements of the Securities Act of 1933 (and of equivalent state securities or “blue sky” laws) as provided by Section 1145(a)(1) of the Bankruptcy Code. Any New Stock reserved for issuance to management, employees and consultants, any securities that may be issued to exercise the BLVT Call, and the securities of Bulova Heath Technologies that may be issued to CyberTech, Cast Crete and BLVT under the Plan shall not be issued in reliance on the exemption provided by Section 1145(a)(1) and shall be offered only pursuant to a registration statement or other applicable exemption from the registration requirements of the securities laws.

- (d) A new Section 7.8.3 shall be added to the Plan providing as follows:

7.8.3 For the purposes of (a) the issuance and distribution of the BLVT CyberCare Shares to the Holders of Allowed Class 8(A) Unsecured Claims against CyberCare and (b) the issuance and distribution of the restricted BLVT CyberTech Shares to the Holders of Allowed Class 8(B) Unsecured Claims against CyberTech, the Debtors believe that BLVT is a “successor” to the Debtors under the Plan as contemplated under Section 1145(a) of the Bankruptcy Code.

3. Any objections to confirmation of the Plan not withdrawn as a result of the Modifications are hereby **OVERRULED**.

4. Any outstanding sums required to be paid pursuant to 28 U.S.C. §1930(a)(6) for the periods prior to the Effective Date shall be paid prior to and as a condition of the Effective Date. On and after the Effective Date, the Reorganized Debtors shall pay the United States Trustee the appropriate sums required pursuant to 28 U.S.C. §1930(a)(6) for post-Effective Date periods within the time period set forth in 28 U.S.C. §1930(a)(6).

5. The findings of fact and conclusions of law set forth in the Court's ruling as incorporated herein constitute this Court's findings of fact and conclusions of law pursuant to Fed.R.Civ.P. 7052, as made applicable to this proceeding pursuant to Fed.R.Civ.P. 9014. To the extent any of the findings of fact set forth are deemed to be conclusions of law, then such findings of fact are hereby adopted as conclusions of law. To the extent any of the following conclusions of law are deemed to be findings of fact, then such conclusions of law are hereby adopted as findings of fact.

6. The Court finds that the Debtors have not offered the Plan for the principal purpose of avoidance of taxes as prohibited under § 1129(d) of the Bankruptcy Code. The Debtors have solicited acceptance of the Plan in good faith and in compliance with the applicable provisions of the Bankruptcy Code and are entitled to the protections to the fullest extent available under § 1125(e) of the Bankruptcy Code.

7. The Court further finds that the method of service of the solicitation of acceptances and rejections of the Plan, the notice of the Confirmation Hearing and the hearing to consider final approval of the Disclosure Statement, the time for filing

objections to confirmation of the Plan and Disclosure Statement and the notice of all other deadlines or requirements relating thereto (collectively “**Confirmation Deadlines**”) provided to creditors, equity security holders, and other parties in interest was in compliance with the Federal Rules and Bankruptcy Procedures and was adequate and reasonable under the circumstances and based on the record in this case and that no further or additional notice of the Confirmation Hearing or Confirmation Deadlines was necessary or required.

8. The Clerk of the Bankruptcy Court is directed to serve a copy of this Order pursuant to Federal Rules of Bankruptcy Procedures 2002(f)(7), 2002(k), and 3020(c) on all creditors and parties-in-interest within five business days of the entry of this Order, and shall promptly file proof of service. All further notices to be served on creditors and parties-in-interest may be served only on the L.B.R. 1007-2 list, unless more limited notice is ordered or permitted by separate Order of the Court.

DONE and ORDERED at Tampa, Florida, on July 1, 2009.



MICHAEL G. WILLIAMSON
United States Bankruptcy Judge

Copies to be provided by CM/ECF Service to:
Court Mailing Matrix