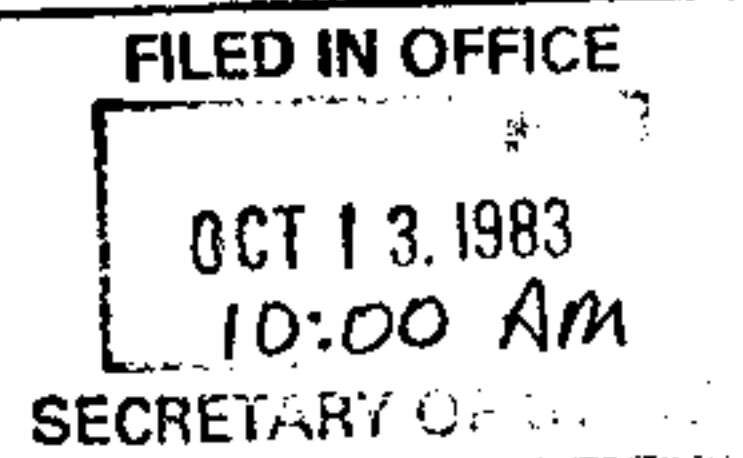


ARTICLES OF MERGER  
OF  
HARBERT-TENNESSEE INTERIM COMPANY, INC.  
a Tennessee corporation,  
WITH AND INTO  
HARBERT CORPORATION  
an Alabama corporation



Pursuant to the provisions of Sections 10-2A-144 and 10-2A-146 of the Alabama Business Corporation Act, Alabama Code 1975, § 10-2A-1, et seq., and the provisions of Sections 48-904 and 48-906 of the Tennessee General Corporation Act, the undersigned Harbert Corporation, an Alabama corporation, ("Harbert"), and its wholly owned subsidiary, Harbert-Tennessee Interim Company, Inc. ("Interim"), a Tennessee corporation, adopt the following Articles of Merger for the purpose of merging Interim with and into Harbert as the surviving corporation.

FIRST: Attached hereto as Exhibit A and incorporated herein by this reference is the Plan of Merger ("Plan of Merger") which was approved by the respective Boards of Directors of Interim and Harbert in the manner prescribed by Section 10-2A-144 of the Alabama Business Corporation Act and Section 48-904 of the Tennessee General Corporation Act, at separate meetings which were duly called and held, and at which a quorum was present and voting throughout, on August 5, 1983.

SECOND: Neither the vote of the shareholders of Interim nor the vote of the shareholders of Harbert was or is required to effectuate the Plan of Merger inasmuch as (i) Harbert owns one hundred percent (100%) of the outstanding shares of each class of stock of Interim, (ii) Harbert is the parent corporation of Interim and will be the surviving corporation of the merger contemplated herein, and (iii) the Plan of Merger effects no change in the Articles of Incorporation of Harbert. Interim has 1,000 shares of common stock presently issued and outstanding, all of which are owned by Harbert. Interim has authorized no other classes of stock.

THIRD: A copy of the Plan of Merger and notice of the right to dissent was and is not required by the Tennessee General Corporations Act to be mailed to the shareholders of Interim inasmuch as Harbert is the sole shareholder of Interim. The right to receive a copy of the Plan of Merger was waived by Harbert in accordance with section 10-2A-144 of the Alabama Business Corporations Act for purposes of Alabama law.

FOURTH: Harbert is an Alabama corporation, the Certificate of Incorporation of which was filed in Shelby County, Alabama on January 27, 1977.

Balch, Bingham & Talbot  
P.O. Box 777, P.O. 36250

in the office of the Judge of Probate of Shelby County, Alabama. Interim is a Tennessee corporation, the Charter of which was filed on January 28, 1981, in the office of the Secretary of State of the State of Tennessee.

FIFTH: With respect to each of the constituent corporations, the vote of the Board of Directors required to adopt the Plan of Merger and the percentage vote of the Board of Directors for and against the Plan of Merger are as follows:

Name of Corporation	Vote of Quorum (Majority) Required to Approve Plan of Merger	% Voted in Favor of Plan of Merger	% Voted Against Plan of Merger
Harbert	majority	100%	0%
Interim	majority	100%	0%

SIXTH: The merger shall be effective upon the filing of the Plan of Merger and the Articles of Incorporation, together with any other instruments required by law, with the Secretary of State of the State of Alabama and the Secretary of State of the State of Tennessee; provided, however, that if said documents shall have been filed with the Secretary of State of Alabama on or before October 1, 1983, at 11:59 p.m., then the merger shall be and shall be deemed to be effective on said date, at said time.

DATED: 30 Sept, 1983.

MERGED CORPORATION:  
HARBERT-TENNESSEE INTERIM COMPANY, INC.

By Joseph E. Nelson  
Its Vice President

By John P. [Signature]  
Its Secretary

SURVIVING CORPORATION:  
HARBERT CORPORATION

By Joseph E. Nelson  
Its Vice President

By John P. [Signature]  
Its Secretary

STATE OF ALABAMA

COUNTY OF JEFFERSON

I, the undersigned Notary Public in and for said County in said State, do hereby certify that on this 30 date of September, 1983, personally appeared before me, Joseph C. Nelson and J. William Powers, III, who, being by me first duly sworn, declared that they are the Vice President and Secretary, respectively, of Harbert-Tennessee Interim Company, Inc., a Tennessee corporation, that they signed the foregoing Articles of Merger as such officers of said corporation and that the statements therein contained are true and correct.

Brenda J. Harris  
Notary Public

My Commission Expires:

12/17/85

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STATE OF ALABAMA )

JEFFERSON COUNTY )

I, the undersigned Notary Public in and for said County in said State, do hereby certify that on this 30 day of September, 1983, personally appeared before me, Joseph C. Nelson and J. William Powers, III, who, being by me first duly sworn, declared that they are the Vice President and Secretary, respectively, of Harbert Corporation, that they signed the foregoing Articles of Merger as such officers of said corporation and that the statements therein contained are true and correct.

Brenda J. Harris  
Notary Public

My Commission Expires:

12/17/85

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER, dated this 30 day of September 1983 (this "Plan"), pursuant to Section 10-2A-144 of the Alabama Business Corporation Act and Section 48-904 of the Tennessee General Corporation Act, is between Harbert Corporation, an Alabama corporation ("Harbert"), and Harbert-Tennessee Interim Company, Inc., a Tennessee corporation ("Interim").

WITNESSETH:

WHEREAS, the parties hereto desire to merge into a single corporation; and

WHEREAS, Interim, a corporation organized under the laws of the State of Tennessee by its Charter which was filed in the office of the Secretary of State of Tennessee, on January 28, 1981, and which was recorded in such office, has an authorized capital stock consisting of one thousand (1000) shares of Common Stock, having a par value of One Dollar (\$1.00) per share and amounting in the aggregate to One Thousand Dollars (\$1,000), all of which stock is presently issued and outstanding, owned by Harbert and will be cancelled on the effective date of the merger; and

WHEREAS, Harbert, a corporation organized under the laws of the State of Alabama by its Certificate of Incorporation which was filed in the office of the Judge of Probate of Shelby County, Alabama, on January 27, 1977, and which was recorded in such office, has an authorized capital stock consisting of Four Hundred Thousand (400,000) shares of \$1.00 par value common stock, amounting in the aggregate to Four Hundred Thousand and 00/100 Dollars (\$400,000.00); and

WHEREAS, of the foregoing authorized capital stock of Harbert, there are presently issued and outstanding Two Hundred Twenty-Six Thousand Five Hundred (226,500) shares, having an aggregate par value of Two Hundred Twenty-Six Thousand Five Hundred and no/100 Dollars (\$226,500.00), all of which shall remain issued and outstanding after the effective date of the merger; and

WHEREAS, Harbert is the record owner of all the outstanding shares of the capital stock of Interim, and the respective Boards of Directors of Interim and Harbert have determined and agreed that it is and will be in the best interests of both of said corporations for Interim to be merged with and into Harbert, and have resolved and consented that the same shall be done under the terms of this Plan of Merger:

NOW, THEREFORE, the parties to this Plan, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Harbert hereby merges with and into itself, Interim, and Interim shall be and hereby is merged with and into Harbert. Harbert shall be the surviving corporation after the merger and the name of the surviving corporation shall be "Harbert Corporation".

SECOND: The Certificate of Incorporation of Harbert, as is in effect on the effective date of the merger (as provided in this Plan), shall continue in full force and effect without change as the Certificate of Incorporation of the surviving corporation.

THIRD: The by-laws of Harbert, as are in effect on the effective date of the merger (as provided in this Plan), shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

FOURTH: The directors and officers of Harbert shall continue in office as the directors and officers of the surviving corporation until the next annual meeting of shareholders of the surviving corporation and until their successors shall have been elected and qualified.

FIFTH: All authorized shares of stock of Harbert shall be and shall be deemed to be shares of stock of the surviving corporation on the effective date of the merger, and all such shares issued and outstanding immediately prior to the effective date of the merger shall be and shall be deemed to be fully paid and non-assessable shares, shall remain outstanding, and shall not be affected by the merger. Such shares shall be in the same as shown in the third and fourth recital clauses hereinabove.

SIXTH: The capital stock of Interim shall be completely cancelled immediately upon the effectuation of the merger.

SEVENTH: The merger shall be effective upon the filing of this Plan of Merger, together with any other instruments required by law, with the Secretary of State of the State of Alabama and the Secretary of State of the State of Tennessee; provided, however, that if said documents shall have been filed with the Secretary of State of the State of Alabama on or before October 1, 1983 at 11:59 P.M., then the merger shall be and shall be deemed to be effective on said date, at said time. Notwithstanding anything contained herein or

in any other documents or instruments executed or entered into in connection herewith, for all accounting purposes, the effective date of the merger shall be October 1, 1983.

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EIGHTH: Immediately upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, contracts and other assets of every kind and description of the merged corporation, Interim, shall be transferred to, vested in and devolve upon the surviving corporation, Harbert, without further act or deed; and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger for which provision is made herein and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

NINTH: The surviving corporation may be served with process in the State of Tennessee in any proceeding for the enforcement of any obligation of Interim, as well as for the enforcement of any obligation of the surviving corporation which may arise from the merger; and the surviving corporation does hereby irrevocably appoint the Secretary of State of the State of Tennessee as its agent to accept service of process in any such proceedings.

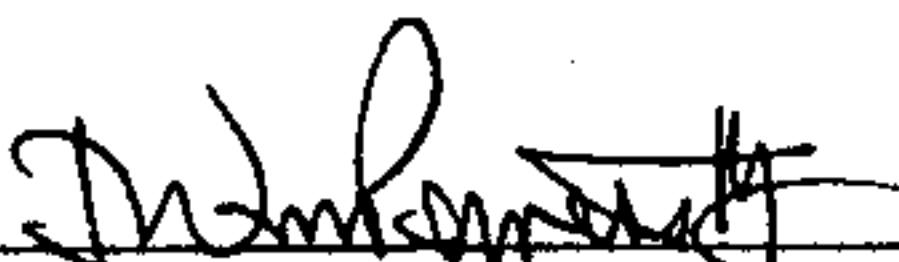
TENTH: This Plan of Merger has been entered into for the purpose of merging Interim into Harbert by statutory merger. Harbert, the sole shareholder of Interim, hereby waives its right to the mailing and receipt of a copy of this Plan of Merger in accordance with Section 10-2A-144(c) of the Alabama Business Corporation Act. No mailing to the sole shareholder, Harbert, of a copy of the Plan of Merger and notice of the right of dissent

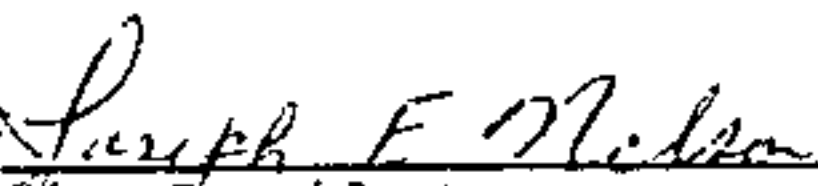
is necessary under Tennessee law inasmuch as Interim is a wholly-owned subsidiary of Harbert. The parties agree to take all such legal and corporate actions as, in the opinion of their counsel, are necessary or desirable to effectuate all aspects of this Plan; and the parties, as a part of said Plan, more particularly agree that, by this Plan, they do adopt, ratify and confirm in advance this reorganization and every feature thereof and every action connected therewith.

IN WITNESS WHEREOF, the parties to this Plan have caused these presents to be executed by a Vice President of Harbert and a Vice President of Interim and attested by the Secretary of Harbert and the Secretary of Interim, on the day and year first above written.

ATTEST:


HARBERT-TENNESSEE INTERIM COMPANY, INC.  
a Tennessee Corporation


  
Secretary

By   
Vice President

ATTEST:

HARBERT CORPORATION  
an Alabama corporation

  
Secretary

By   
Vice President



# STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify

that duplicate originals of Articles of Merger merging Harbert-Tennessee Interim Company, Inc., a Tennessee corporation,

38 into Harbert Corporation, an Alabama corporation

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duly signed and verified pursuant to the provisions of Section 10-2A-143, Code of Alabama, 1975, have been received in this office and are found to conform to law.

Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger merging Harbert-Tennessee Interim Company, Inc. into Harbert Corporation

and attaches hereto a duplicate original of the Articles of Merger.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

October 13, 1983

Date

*Don Siegelman*

Don Siegelman

Secretary of State



STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
INSTRUMENT WAS FILED

1983 OCT 14 PM 3:00

*Thomas A. Snowden, Jr.*  
JUDGE OF PROBATE

Secretary of State  
State of Alabama

I hereby certify that this  
is a true and complete copy of  
the document filed in this office  
on October 13, 1983

Rec 25.00  
Jud 1.00  
26.00

Dated 10/13/83

Secretary of State  
Don Siegelman

*Don Siegelman*