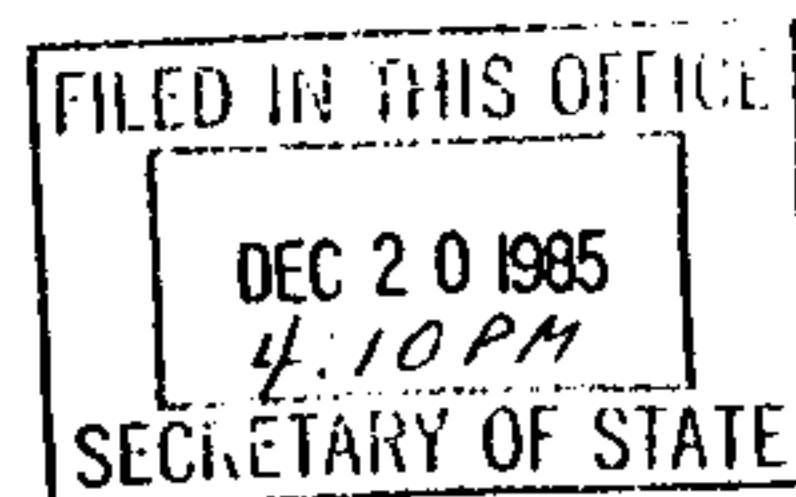


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ARTICLES OF MERGER
OF

GREAT LAKES DEWATERING COMPANY, INC.

AND

HARBERT MANAGEMENT AND INVESTMENT, INC.



Great Lakes Dewatering Company, Inc., an Alabama corporation ("Great Lakes"), and Harbert Management and Investment, Inc., a Delaware corporation ("Harbert"), hereby adopt the following Articles of Merger for the purpose of merging Great Lakes into Harbert.

FIRST: Attached hereto as Exhibit A and incorporated herein by this reference is the Agreement of Reorganization and Plan of Merger ("Plan of Merger") which was approved by the Board of Directors and shareholder of Great Lakes in the manner prescribed by the Alabama Business Corporation Act and which was approved by the Board of Directors and shareholder of Harbert in the manner prescribed by the Delaware General Corporation Law.

SECOND: As to each of the undersigned corporations, the number of shares outstanding is as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
Great Lakes Dewatering, Inc.	1,000
Harbert Ethanol Management, Inc.	1,000

Neither Harbert nor Great Lakes has outstanding any class of shares which are entitled to vote as a class.

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against the Plan of Merger, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Voted for the Plan of Merger</u>	<u>Number of Shares Voted Against the Plan of Merger</u>
Great Lakes Dewatering, Inc.	1,000	0
Harbert Ethanol Management, Inc.	1,000	0

FOURTH: The Articles of Incorporation of Great Lakes filed in the Office of the Judge of Probate of Shelby County, Alabama on April 23, 1982.

FIFTH: Harbert, as the Surviving Corporation (as defined in the Plan of Merger), hereby (a) agrees and files its agreement that it may be served with process in the State of Alabama in any proceeding

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Edward H. Ray
Baker & Buchanan
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for the enforcement of any obligation of Great Lakes and in any proceeding for the enforcement of the rights of a dissenting shareholder of Great Lakes against the Surviving Corporation; (b) irrevocably appoints the Secretary of State of Alabama as its agent to accept process in any such proceeding; and (c) agrees and files its agreement that it will promptly pay to the dissenting shareholders of Great Lakes the amount, if any, to which they shall be entitled under the provisions of the Alabama Business Corporation Act (Code of Ala. 1975, Section 10-2A-1, et seq.) with respect to the rights of dissenting shareholders.

Dated as of December 19, 1985.

GREAT LAKES DEWATERING
COMPANY, INC.

HARBERT MANAGEMENT AND INVESTMENT,
INC.

By: [Signature]
Its President

By: [Signature]
Its President

By: [Signature]
Its Secretary

By: [Signature]
Its Secretary

STATE OF ALABAMA)
COUNTY OF SHELBY)

Before me, the undersigned Notary Public in and for said county and said state, personally appeared Lemuel R. Venable, President of Harbert Management and Investment, Inc., who, being first by me duly sworn, did depose and say that he is President of Harbert Management and Investment, Inc., that he in such capacity is authorized to make this verification, that he is familiar with the contents of the foregoing Articles of Merger, that said Articles of Merger are the act and deed of Harbert Management and Investment, Inc., and that, to his best knowledge, the facts set forth therein are true and correct.

Subscribed and sworn to before me on this 19th day of December, 1985.

[Signature]
Notary Public

[NOTARIAL SEAL]

My Commission expires: 11/14/89

STATE OF ALABAMA)
COUNTY OF SHELBY)

Before me, the undersigned Notary Public in and for said county and said state, personally appeared Gerrit M. Gahler, Vice President of Great Lakes Dewatering Company, Inc., who, being first by me duly sworn, did depose and say that he is Vice President of Great Lakes Dewatering Company, Inc., that he in such capacity is authorized to make this verification, that he is familiar with the contents of the foregoing Articles of Merger, that said Articles of Merger are the act and deed of Great Lakes Dewatering Company, Inc., and that, to his best knowledge, the facts set forth therein are true and correct.

Subscribed and sworn to before me on this 19th day of December, 1985.

Brenda J. Harris
Notary Public

[NOTARIAL SEAL]

My Commission expires: 11/14/89

THIS INSTRUMENT PREPARED BY:
Ellen G. Ray
Balch & Bingham
505 North 20th Street
Birmingham, Alabama 35203

20# 6807089

22:51 02/21

AGREEMENT OF REORGANIZATION
AND PLAN OF MERGER

Agreement of Reorganization and Plan of Merger dated December 19, 1985 (the "Agreement") between Great Lakes Dewatering Company, Inc., an Alabama corporation ("Great Lakes") and Harbert Management and Investment, Inc., a Delaware corporation ("Harbert").

W I T N E S S E T H:

WHEREAS, Great Lakes as of the date hereof has authorized capital stock consisting of one thousand (1,000) shares of common stock, par value of One Dollar (\$1.00) per share, of which one thousand (1,000) are issued and outstanding and owned by Harbert; and

WHEREAS, Harbert as of the date hereof has authorized capital stock consisting of one thousand (1,000) shares of common stock, par value of ten cents (\$.10) per share, of which one thousand (1,000) shares are issued and outstanding; and

WHEREAS, the Boards of Directors and all of the stockholders of Great Lakes and Harbert have deemed it advisable and agreed that Great Lakes shall be merged into Harbert (the "Merger"), and in order to accomplish this objective have approved this Agreement and authorized its execution and consummation.

NOW, THEREFORE, in consideration of the mutual covenants and agreements and provisions hereinafter contained, Harbert and Great

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Lakes hereby make, adopt and approve this Agreement and prescribe the terms and conditions of the Merger and the mode of carrying the same into effect, as follows:

Section 1. The Merger.

Great Lakes shall be merged with and into Harbert on the Effective Date (as hereinafter defined). Harbert shall be the surviving corporation and shall continue to be governed by the laws of the State of Delaware. The separate existence of Great Lakes shall cease as soon as the Merger shall become effective, and thereupon Great Lakes and Harbert shall be a single corporation (herein the "Surviving Corporation" whenever reference is made to it as the Effective Date or thereafter).

Section 2. Effective Date.

The Merger shall become effective when the necessary filing and recording shall have been accomplished in the States of Alabama and Delaware. The date upon which the Merger becomes effective shall be referred to herein as the "Effective Date."

Section 3. Surviving Corporation.

(a) The Certificate of Incorporation of Harbert shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

(b) The By-laws of Harbert on the Effective Date shall be the By-laws of the Surviving Corporation until the same shall be

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altered, amended, or repealed as provided therein or otherwise by law.

(c) The directors and officers of Harbert on the Effective Date shall continue in office as the directors and officers of the Surviving Corporation until the next annual meeting of the stockholders, or their prior resignation, removal or death.

Section 4. Capital Stock.

(a) On the Effective Date, each share of capital stock of Great Lakes issued and outstanding shall be cancelled by the Merger, without any action on the part of the holder thereof.

(b) The Merger shall effect no change in any of the one thousand (1,000) shares of capital stock of Harbert and none of Harbert's shares shall be converted as a result of the Merger.

Section 5. Termination of Agreement.

This Agreement may be terminated and the Merger abandoned by the Boards of Directors of Harbert and Great Lakes prior to the Merger becoming effective.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and stockholders, have caused this Agreement to be executed as of the day and year first above written.

50# 6802032

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ATTEST:

HARBERT MANAGEMENT AND INVESTMENT,
INC.

By:

Its Secretary

By:

Its

ATTEST:

GREAT LAKES DEWATERING COMPANY,
INC.

By:

Its Secretary

By:

Its

CERTIFICATE OF STOCKHOLDER APPROVAL

The undersigned Secretary of Harbert Management and Investment, Inc. hereby certifies that all of the outstanding stock of Harbert Management and Investment, Inc. entitled to vote thereon has been voted for the adoption of the foregoing Agreement of Reorganization and Plan of Merger.

Dated: December 19, 1985.

Secretary

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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 Great Lakes Dewatering Company, Inc., an Alabama corporation,
into Harbert Management and Investment, Inc., a Delaware corporation

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 Great Lakes Dewatering Company, Inc. into Harbert Management and Investment, Inc.

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.

December 20, 1985

Date

A handwritten signature in cursive script, reading "Don Siegelman".

Don Siegelman

Secretary of State

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

1985 DEC 31 PM 3 04

Thomas A. Shanderson, Jr.
JUDGE OF PROBATE

RECORDED

INDEXED
OFFICE OF THE CLERK OF THE COURT
SHELBY COUNTY, ALABAMA

December 20, 1985

Dec 20, 1985

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Alan Pugh