

ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 10-2A-181.1 OF THE
ALABAMA BUSINESS CORPORATION ACT
OF
HARBERT LAND CORPORATION

Pursuant to the provision of Section 10-2A-181.1 of the Alabama Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

FIRST: The name and address of the dissolving corporation is:

HARBERT LAND CORPORATION
500 Chase Park South, Suite 130
Birmingham, Alabama 35244

SECOND: Harbert Land Corporation and Harbert Properties Corporation (whose address is One Riverchase Parkway South, Birmingham, Alabama 35244) are wholly owned subsidiaries of Harbert Corporation, a Delaware Corporation (whose address is One Riverchase Parkway South, Birmingham, Alabama 35244).

THIRD: Harbert Land Corporation is to be dissolved and all of its rights and properties and all of its liabilities, obligations and duties are to be transferred to and assumed by Harbert Properties Corporation. Copies of the Resolutions of the respective boards of directors of the above named corporations approving the dissolution, transfer and assumption are attached hereto in Exhibit A.

FOURTH: The dissolution of Harbert Land Corporation, and the transfer and assumption by Harbert Properties Corporation shall become effective as of the 31st day of December, 19 90.

Dated this 28th day of December, 1990.

HARBERT LAND CORPORATION

By: [Signature]
Name: Barnett J. Earles
Title: Vice President

By: [Signature]
Name: S. Perry Given, Jr.
Title: Assistant Secretary

Return To:

✓ S. Perry Given, Jr.
Harbert Properties Corporation
Post Office Box 1297
Birmingham, Alabama 35201

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ACKNOWLEDGEMENT

STATE OF ALABAMA

COUNTY OF SHELBY

I, Donna Aliene Edwards, a Notary Public in and for said County in said State, do hereby certify that on this 28th day of December, 1990, personally appeared before me Barnett J. Earles and S. Perry Given, Jr., who being by me first duly sworn, declared that they are President and Secretary of Harbert Land Corporation that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

Given under my hand and official seal this the 28th day of December, 1990.


Notary Public

NOTARIAL SEAL

My commission expires: _____

MY COMMISSION EXPIRES MAY 7, 1991

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**UNANIMOUS CONSENT OF
THE EXECUTIVE COMMITTEE OF
THE BOARD OF DIRECTORS OF
HARBERT CORPORATION**

The undersigned, constituting all of the members of the Executive Committee of the Board of Directors of Harbert Corporation, a Delaware corporation (the "Corporation"), do hereby signify their unanimous approval and consent to the following transactions and adopt the following resolution related thereto:

WHEREAS, the Corporation is the sole shareholder of both Harbert Land Corporation, an Alabama corporation ("Harbert Land"), and Harbert Properties Corporation, an Alabama corporation ("Harbert Properties"); and

WHEREAS, it has been proposed that pursuant to Section 10-2A-181.1 of the Alabama Business Corporation Act: (1) Harbert Land be dissolved voluntarily, effective as of the 31st day of December, 1990, and (2) all of Harbert Land's rights and properties be transferred to Harbert Properties, and (3) all of Harbert Land's liabilities and duties be assumed by Harbert Properties; and

WHEREAS, the Board of Directors of the Corporation deems it to be in the best interest of the Corporation that such action be taken;

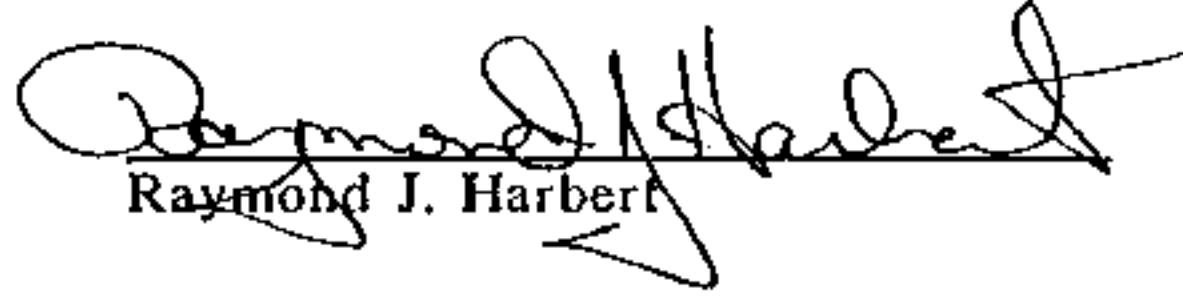
NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Corporation that the Board hereby recommends, approves and adopts the proposal whereby pursuant to Section 10-2A-181.1 of the Alabama Business Corporation Act: (1) Harbert Land is to be dissolved, effective as of the 31st day of December, 1990, and (2) all of Harbert Land's rights and properties be transferred to Harbert Properties, and (3) all of Harbert Land's liabilities and duties be assumed by Harbert Properties.

Executed, by the undersigned as of the 15th day of December, 1990, the Secretary of the Corporation being hereby directed to file this written consent with the minutes of the proceedings of the Executive Committee of the Board of Directors of the Corporation.


John M. Harbert, III


Bill L. Harbert


Donald L. Cook


Raymond J. Harbert

**UNANIMOUS CONSENT OF
THE BOARD OF DIRECTORS OF
HARBERT PROPERTIES CORPORATION**

The Undersigned, constituting all of the members of the Board of Directors of Harbert Properties Corporation, an Alabama corporation (the "Corporation"), do hereby signify their unanimous approval and consent to the following transactions and adopt the following resolutions related thereto:

WHEREAS, the Corporation and Harbert Land Corporation, an Alabama Corporation ("Harbert Land"), are both wholly owned subsidiaries of Harbert Corporation, a Delaware corporation; and

WHEREAS, it has been proposed that pursuant to Section 10-2A-181.1 of the Alabama Business Corporation Act: (1) Harbert Land be voluntarily dissolved, and (2) all of Harbert Land's rights and properties be transferred to the Corporation, and (3) all of Harbert Land's liabilities and duties be assumed by the Corporation; and

WHEREAS, the Board of Directors of the Corporation deems it to be in the best interest of the Corporation that such action be taken;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Corporation that the Board hereby recommends, approves and adopts the proposal whereby pursuant to Section 10-2A-181.1 of the Alabama Business Corporation Act: (1) the Corporation accept the transfer of all of Harbert Land's rights and properties, and (2) the Corporation assume all of Harbert Land's liabilities and duties, as of the effective date of Harbert Land's dissolution; and

RESOLVED FURTHER, by the Board of Directors of the Corporation that the President and Secretary or any Assistant Secretary of the Corporation be, and they hereby are, authorized and directed by the Board to execute, deliver and file in the name of and on behalf of the Corporation, and under its corporate seal, if necessary, appropriate or required, such instruments and documents as may be necessary, appropriate, advisable or required in order to evidence the transfer of Harbert Land's rights and properties to the Corporation, and the assumption by the Corporation of all of the liabilities and duties of Harbert Land in accordance with the foregoing resolution; and

RESOLVED FURTHER, by the Board of Directors of the Corporation that the officers of the Corporation be, and they hereby are, authorized and directed to take any and all other and further actions, and to execute, deliver and file all other, further, different and additional documents, and to pay all expenses, all on behalf of the Corporation, as they may deem necessary, appropriate, advisable or required in order to effectuate the purposes of the foregoing resolutions; and

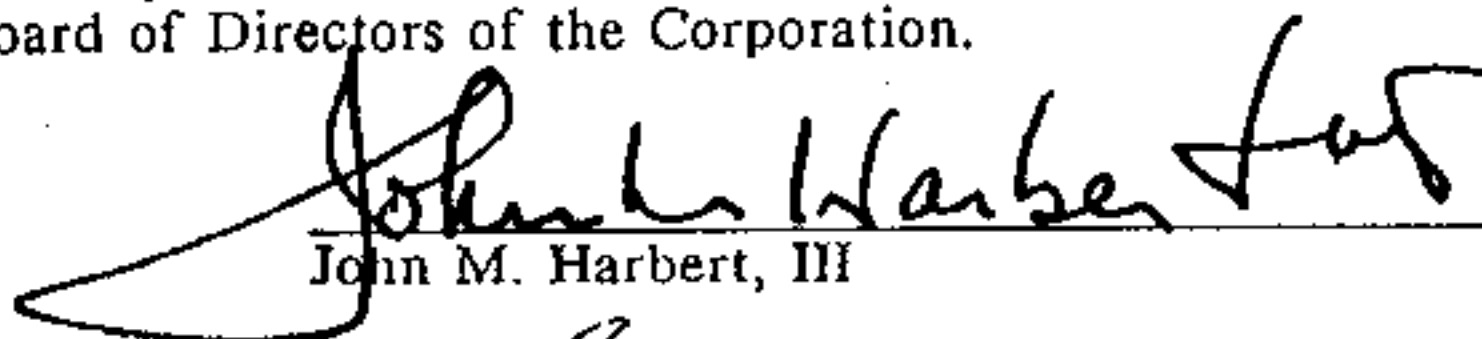
RESOLVED FURTHER, that whenever in these resolutions any officer of the Corporation is authorized to do anything, take any action, execute, deliver or file any document or pay any expense that such officer deems necessary, appropriate, advisable or required, then the doing of anything, the taking of any action, the execution, delivery or filing of any document or the payment of any expense by such officer shall be deemed

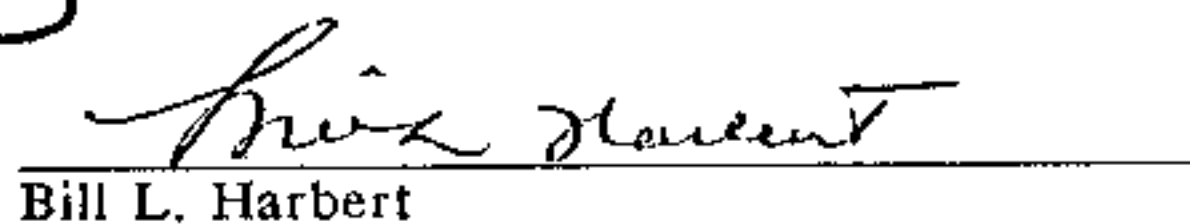
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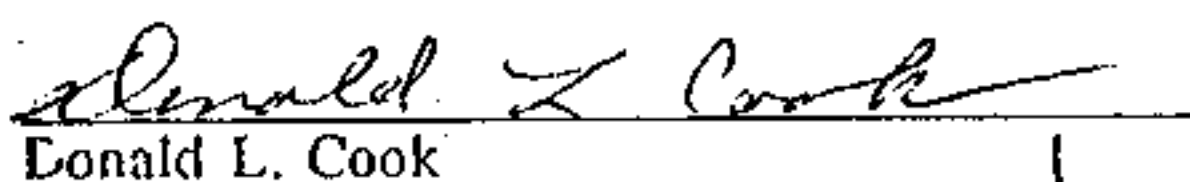
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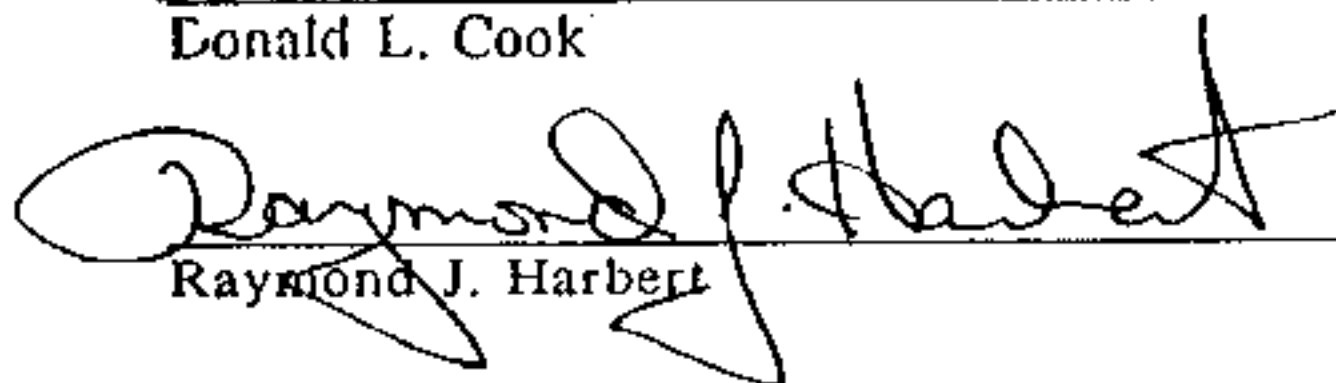
conclusive evidence that the officer deems the same to be necessary, appropriate, advisable or required.

Executed, by the undersigned as of the 1st day of December, 1990, the Secretary of the Corporation being hereby directed to file this written consent with the minutes of the proceedings of the Board of Directors of the Corporation.


John M. Harbert, III


Bill L. Harbert


Donald L. Cook


Raymond J. Harbert

**UNANIMOUS CONSENT OF
THE BOARD OF DIRECTORS OF
HARBERT LAND CORPORATION**

The undersigned, constituting all of the members of the Board of Directors of Harbert Land Corporation, an Alabama corporation (the "Corporation") do hereby signify their unanimous approval and consent to the following transactions and adopt the following resolutions related thereto:

WHEREAS, the Corporation and Harbert Properties Corporation, an Alabama corporation ("Harbert Properties") are both wholly owned subsidiary of Harbert Corporation, a Delaware corporation; and

WHEREAS, it has been proposed that pursuant to Section 10-2A-181.1 of the Alabama Business Corporation Act: (1) the Corporation be voluntarily dissolved, effective as of the 31st day of December, 1990, and (2) all of the Corporation's rights and properties be transferred to Harbert Properties, and (3) all of the Corporation's liabilities and duties be assumed by Harbert Properties; and

WHEREAS, the Board of Directors of the Corporation deems it to be in the best interest of the Corporation and its stockholder that the Corporation take such action;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Corporation that the Board hereby recommends, approves and adopts the proposal whereby pursuant to Section 10-2A-181.1 of the Alabama Business Corporation Act: (1) the Corporation be dissolved, and (2) all of the Corporation's rights and properties be transferred to Harbert Properties, and (3) all of the Corporation's liabilities and duties be assumed by Harbert Properties; and

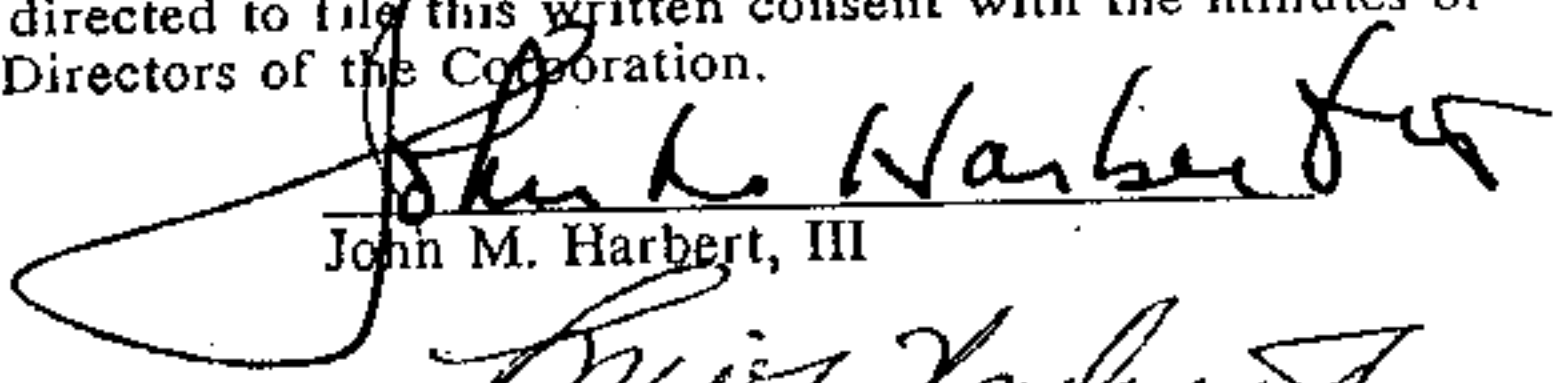
RESOLVED FURTHER, by the Board of Directors of the Corporation that the President and Secretary or any Assistant Secretary of the Corporation be, and they hereby are, authorized and directed by the Board to execute, deliver and file in the name of and on behalf of the Corporation, and under its corporate seal, if necessary, appropriate or required, such instruments and documents as may be necessary, appropriate, advisable or required in order to evidence the dissolution of the Corporation, the transfer of the rights and properties of the Corporation, and the assumption of the Corporation's liabilities and duties pursuant to Section 10-2A-181.1 of the Alabama Business Corporation Act; including, without limitation Articles of Dissolution of the Corporation; and

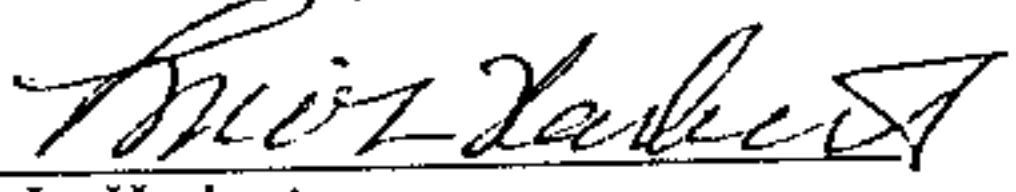
RESOLVED FURTHER, by the Board of Directors of the Corporation that the officers of the Corporation be, and they hereby are, authorized and directed to take any and all other and further actions, and to execute, deliver and file all other, further, different and additional documents, and to pay all expenses, all on behalf of the Corporation, as they may deem necessary, appropriate, advisable or required in order to effectuate the purposes of the foregoing resolutions; and

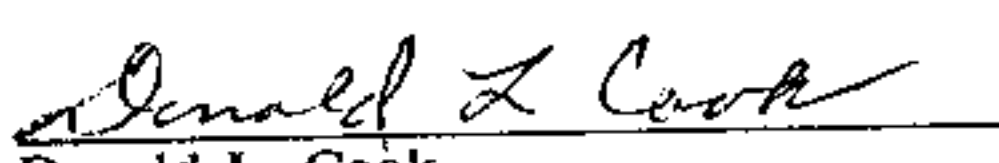
RESOLVED FURTHER, that whenever in these resolutions any officer of the Corporation is authorized to do anything, take any action, execute, deliver or file any document or pay any expense that such officer deems necessary, appropriate, advisable or required, then the doing of anything, the taking of any action, the execution, delivery

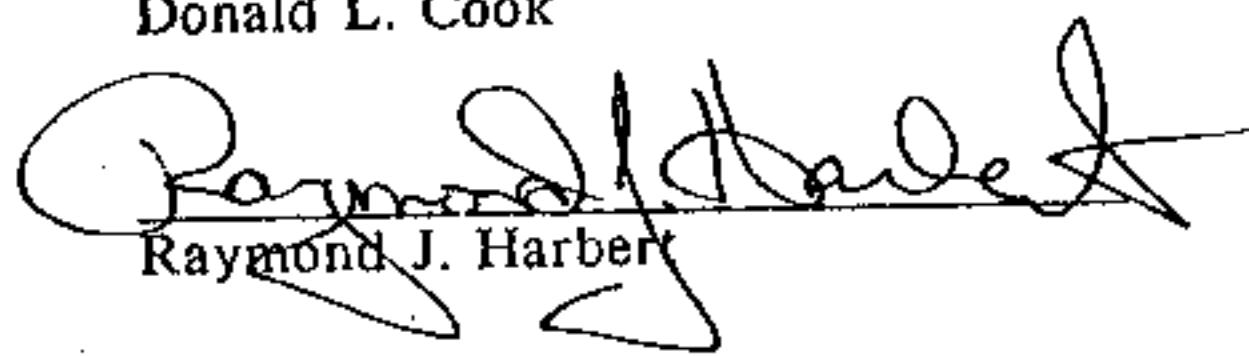
or filing of any document or the payment of any expense by such officer shall be deemed conclusive evidence that the officer deems the same to be necessary, appropriate, advisable or required.

Executed, by the undersigned as of the 1st day of December, 1990, the Secretary of the Corporation being hereby directed to file this written consent with the minutes of the proceedings of the Board of Directors of the Corporation.


John M. Harbert, III


Bill L. Harbert


Donald L. Cook


Raymond J. Harbert

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State of Alabama

Shelby County

CERTIFICATE OF Dissolution

OF

Harbert Land Corporation

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Dissolution of Harbert Land Corporation, duly signed and verified pursuant to the provisions of Section 10-2A-181-1 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Dissolution of Harbert Land Corporation, and attaches hereto a duplicate original of the Articles of Dissolution

GIVEN Under My Hand and Official Seal on this the 27th day of December, 19 90

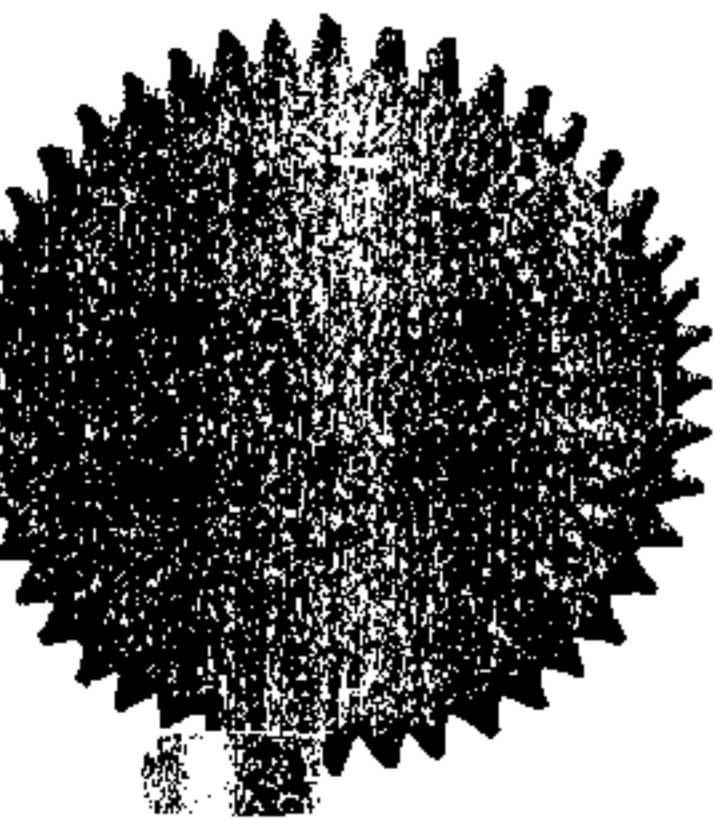
STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

90 DEC 28 AM 11:32

Thomas A. Snowden, Jr.

Judge of Probate

Thomas A. Snowden, Jr.
JUDGE OF PROBATE



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5.00
8.00