
STATEMENT OF INTENT TO DISSOLVE
GRIFFIN DEWATERING INTERNATIONAL, INC.

Pursuant to Section 10-2A-181, Code of Alabama, 1975, the undersigned submits the following Statement of Intent to Dissolve Griffin Dewatering International, Inc., an Alabama corporation (the "Corporation") upon the written consent of the sole shareholder of the Corporation:

1. The name of the Corporation is:

Griffin Dewatering International, Inc.

2. The names and respective addresses of the officers of the Corporation are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Michael P. White	President	One Riverchase Parkway South Birmingham, Alabama 35244
David A. Boutwell	Treasurer	One Riverchase Parkway South Birmingham, Alabama 35244
William W. Brooke	Secretary	One Riverchase Parkway South Birmingham, Alabama 35244

3. The names and respective address of the directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Michael P. White	One Riverchase Parkway South Birmingham, Alabama 35244
David A. Boutwell	One Riverchase Parkway South Birmingham, Alabama 35244
William W. Brooke	One Riverchase Parkway South Birmingham, Alabama 35244

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4. A true and correct copy of the written consent signed by the sole shareholder of the Corporation is attached hereto and incorporated herein by reference.

5. The statement of written consent by the sole shareholder has been signed in its name by its officers thereunto duly authorized.

Dated this 27 day of December, 1993.

GRIFFIN DEWATERING INTERNATIONAL,
INC.

By: _____

Michael P. White
President

By: _____

William W. Brooke
Secretary

STATE OF ALABAMA)
) SS:
COUNTY OF JEFFERSON)

William W. Brooke, as Secretary of Griffin Dewatering International, Inc., being first duly sworn on oath deposes and says that Michael P. White and William W. Brooke are respectively the President and Secretary of Griffin Dewatering International, Inc.; that, as President and Secretary, they are duly authorized to sign the foregoing Statement of Intent; and that the same is true and correct.

William W. Brooke
Secretary

Sworn to and subscribed before me on
this 27 day of December, 1993.

Notary Public

My Commission expires: 11/1/97

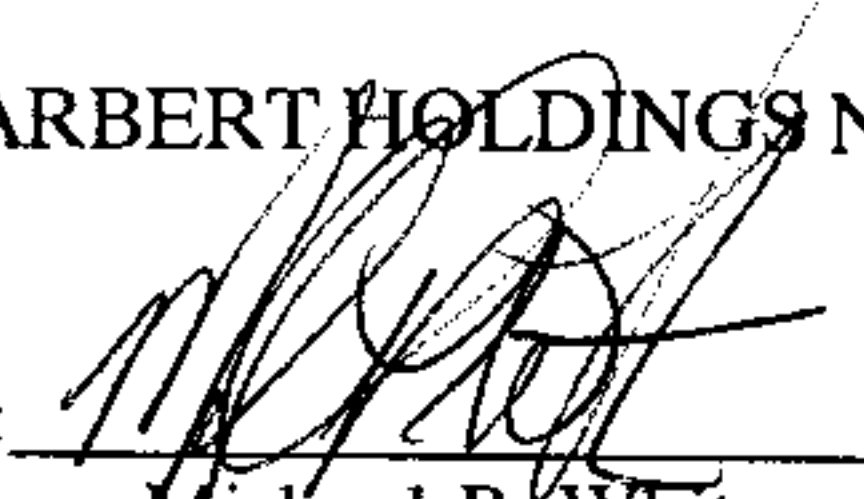
**CONSENT OF THE SOLE SHAREHOLDER TO DISSOLVE
GRIFFIN DEWATERING INTERNATIONAL, INC.**

The undersigned, being the sole shareholder of Griffin Dewatering International, Inc., an Alabama corporation (the "Corporation"), deems it advisable and in the best interests of the Corporation that the same be dissolved, and hereby consents to the dissolution of the Corporation, as provided in Section 10-2A-181, Code of Alabama, 1975; and hereby authorizes, directs and empowers the appropriate officers of the Corporation, to do, or cease to be done, all acts, and to execute, deliver and perform any and all documents, agreements and instruments, with such changes, modifications and amendments as they, in their sole discretion, deem necessary or appropriate to effectuate and consummate the dissolution of the Corporation; and the sole shareholder hereby approves, ratifies and confirms in advance all actions taken by such officers in connection with the foregoing; and hereby duly executes this Consent so that it may be filed in the Office of the Judge of Probate, as provided by law.

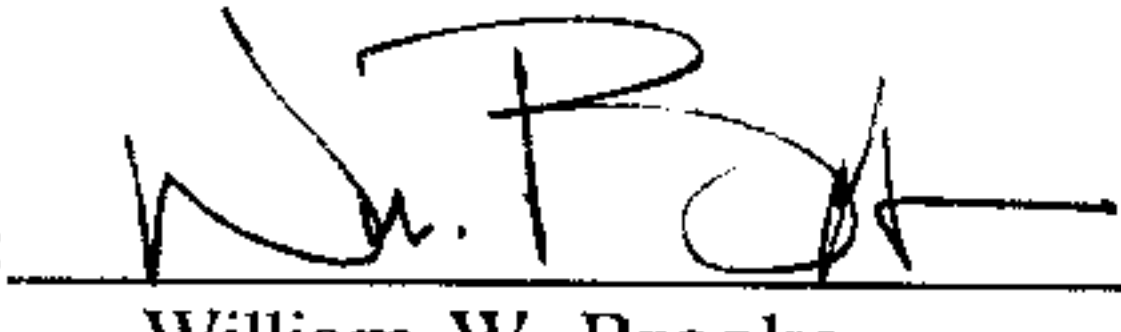
IN WITNESS WHEREOF, we have set our hands this 27 day of December, 1993.

SHAREHOLDER:

HARBERT HOLDINGS NO. ONE, INC.

By: 

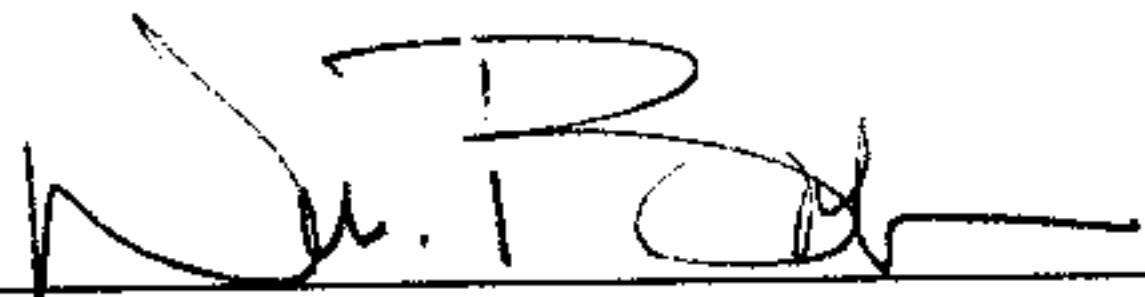
Michael P. White
President

By: 

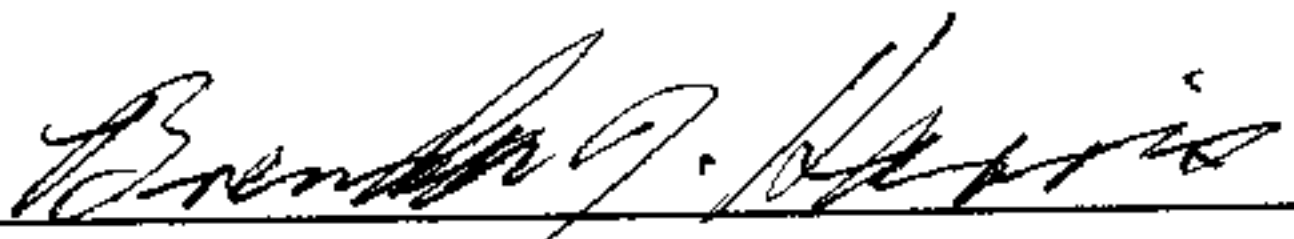
William W. Brooke
Secretary

STATE OF ALABAMA)
) SS:
COUNTY OF JEFFERSON)

William W. Brooke, as Secretary of Harbert Holdings No. One, Inc., being first duly sworn on oath deposes and says that Michael P. White and William W. Brooke are respectively the President and Secretary of Harbert Holdings No. One, Inc.; that, as President and Secretary, they are duly authorized to sign the foregoing Consent of the Sole Shareholder to Dissolve Griffin Dewatering International, Inc.; and that the same is true and correct.

By: 
William W. Brooke
Secretary

Sworn to and subscribed before me on
this 27 day of December 1993.


Notary Public
My Commission expires: 11/1/97

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