

This Instrument Prepared By:

William W. Brooke
Harbert Management Corporation
One Riverchase Parkway South
Birmingham, Alabama 35244

STATE OF ALABAMA)
COUNTY OF SHELBY)

Inst # 1994-07600

03/09/1994-07600
08:50 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
\$15.00

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE HARBINGER GROUP, INC.**

Pursuant to the provisions of Section 10-2A-113 of the *Code of Alabama*, 1975, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is THE HARBINGER GROUP, INC.

SECOND: The following amendments to the Articles of Incorporation were adopted by the Shareholder of the Corporation on February 24, 1994, in the manner prescribed by the Alabama Business Corporation Act:

NOW, THEREFORE, BE IT RESOLVED, by the holder of the outstanding common stock of the Corporation pursuant to the requirements of Section 70 of the *Alabama Business Corporation Act*, as set forth in Section 10-2A-111, *Code of Alabama*, 1975, that the Articles of Incorporation of the Corporation be amended by adding a new **ARTICLE IX** thereto, as follows:

ARTICLE IX

Denial of Pre-emptive Rights

No shareholder of the Corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a pre-emptive right any shares of stock, or other securities convertible into stock, of the Corporation which it may issue, or sell, whether out of the number of shares now or hereafter authorized

or out of shares now or hereafter held in its treasury, but all such additional shares of stock or other securities may be issued or disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable.

RESOLVED FURTHER, that the President and Secretary of this Corporation, and each of them, be, and they each hereby are, authorized to prepare or have prepared Articles of Amendment to the Articles of Incorporation of the Corporation, pursuant to the provisions of Section 72 of the *Alabama Business Corporation Act*, as set forth in Section 10-2A-113, *Code of Alabama*, 1975, which Articles of Amendment shall set forth the amendment approved hereby, as well as stating the approval of the sole stockholder of the Corporation; and,

RESOLVED FURTHER, that the President and Secretary of the Corporation, and each of them, be, and they hereby are, authorized in the name of and on behalf of this Corporation and under its corporate seal, if required, to execute the Articles of Amendment of the Articles of Incorporation of the Corporation and to cause the same to be filed with the appropriate authorities in the State of Alabama as required by law; and,

RESOLVED FURTHER, that the officers of this Corporation be, and they hereby are, authorized to take all further action and to execute, deliver and file all of the documents in the name of and on behalf of the Corporation and to pay all expenses as in their discretion shall be necessary, proper or advisable in order to effect the amendment of the Articles of Incorporation contemplated by the foregoing resolutions; and,

RESOLVED FURTHER, that whenever in these resolutions any officer of this Corporation is authorized to take any action which he deems necessary, proper, advisable or required, the signing or execution by such officer of any instrument or the taking of any such action by him shall be conclusive evidence that he deems the same to be necessary, proper, advisable or required.

THIRD: The number of shares of the Corporation outstanding at the time of such adoption was 1,000, and the number of shares entitled to vote thereupon was 1,000.

FOURTH: The number of shares voted for such amendment was 1,000; and the number of shares voted against such amendment was 0.

FIFTH: Dated February 24, 1994.

By:


Joel R. Wilson
As Its President

and

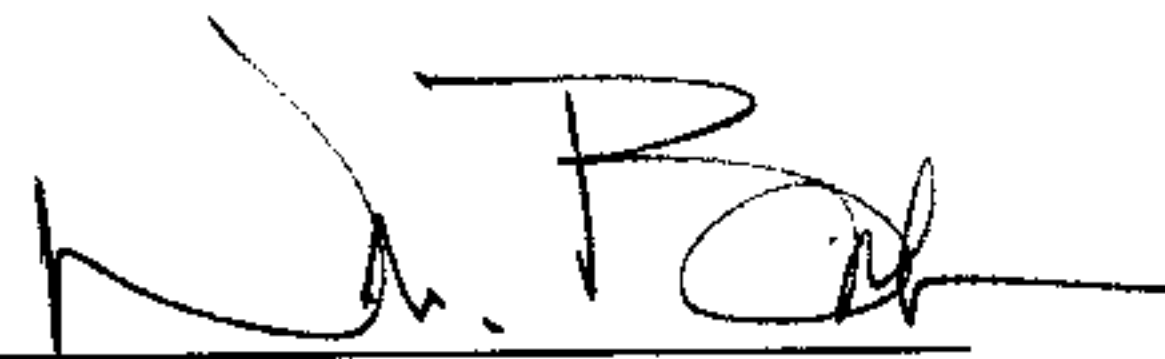
By:


William W. Brooke
As Its Secretary

STATE OF ALABAMA)
COUNTY OF SHELBY)

Appeared before me, the undersigned Notary Public in and for said County in said State, William W. Brooke, Secretary of The Harbinger Group, Inc., who, having been first duly sworn, did depose and state as follows:

1. His name is William W. Brooke.
2. He is the Secretary of The Harbinger Group, Inc.
3. He has read the foregoing Articles of Amendment in their entirety and is familiar with the contents thereof.
4. The foregoing Articles of Amendment are true and correct to the best of his information, knowledge and belief.
5. Further Affiant said not.



William W. Brooke
Affiant

SWORN TO AND SUBSCRIBED BEFORE ME, this 24th day of February, 1994.



Brenda J. Harris
Notary Public

My Commission Expires: 11/1/97

[NOTARY SEAL]

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