
**ARTICLES OF DISSOLUTION
OF
HARBERT SERVICES, INC.**

Pursuant to Section 10-2B-14.03 of the Code of Alabama, 1975, Harbert Services, Inc., an Alabama corporation (the "Corporation"), hereby adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

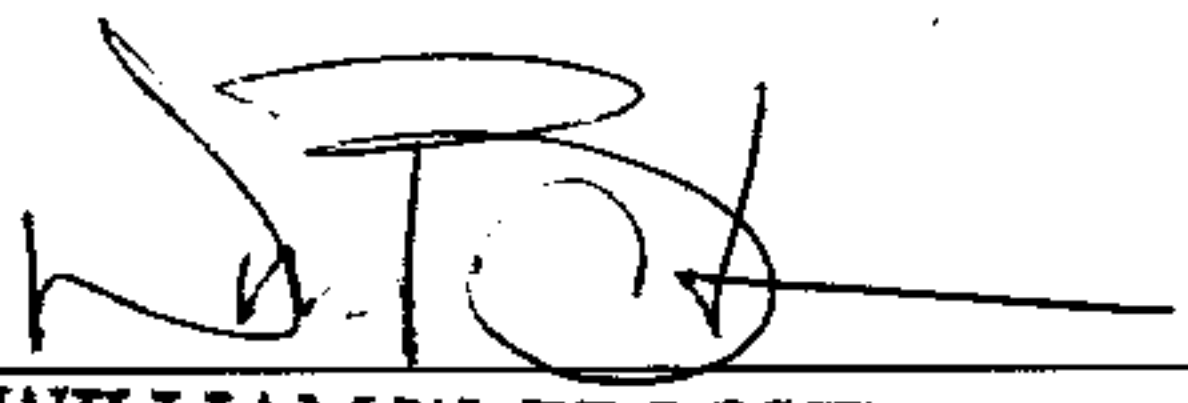
FIRST: The name of the Corporation is:

Harbert Services, Inc.

SECOND: Dissolution was authorized on the 1st day of May, 1998.

THIRD: A true and correct copy of the written consent of the sole shareholder under Section 10-2B-14.02(f) of the Code of Alabama, 1975 is attached hereto and incorporated herein by reference.

HARBERT SERVICES, INC.

By: 
Its: WILLIAM W. BROOKE
VICE PRESIDENT

Inst # 1998-26328

**07/10/1998-26328
03:32 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 SNA 30.00**

Inst # 1998-26328

HARBERT SERVICES, INC.

**ACTION OF THE SOLE SHAREHOLDER
BY WRITTEN CONSENT**

Acting by written consent, pursuant to and with the effect provided in Section 10-2B-7.04, Code of Alabama, 1975 (the "Code"), the undersigned, constituting the sole shareholder of Harbert Services, Inc. (the "Corporation"), hereby adopts the following resolutions as of May 1, 1998:

RESOLVED, that it is desirable and in the best interests of the Corporation that it be liquidated and dissolved and the sole shareholder hereby consents, authorizes and approves the liquidation and dissolution of the Corporation, as provided in Section 10-2B-14.02(f) of the Code;

RESOLVED, that the sole shareholder hereby approves the distribution of all of the assets of the Corporation to the sole shareholder, which such liquidation constitutes a Section 332 liquidation under the Internal Revenue Code of 1986, as amended, and corresponding statutory provisions under Alabama law;

RESOLVED, that by execution of this action, the sole shareholder hereby waives any and all notice required by the Articles of Incorporation, the By-Laws and the laws of the State of Alabama; and

RESOLVED, that these resolutions shall be filed with the minutes of the proceedings of the shareholder of the Corporation and shall have the same force and effect as if adopted at a duly called and held meeting of the Corporation's sole shareholder.

HARBERT HOLDINGS NO. THREE, INC.,
its sole shareholder

By: _____
Its: _____

Inst # 1998-26328

07/10/1998-26328
03:32 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 SNA 30.00