

STATE OF ALABAMA )

SHELBY COUNTY )

20031230000833360 Pg 1/3 30.00  
Shelby Cnty Judge of Probate, AL  
12/30/2003 16:02:00 FILED/CERTIFIED

**ARTICLES OF DISSOLUTION  
OF  
HARBERT POWER CORPORATION**

Pursuant to Title 10, Chapter 2B of the Code of Alabama, 1975, as amended (the "Alabama Business Corporation Act"), and Title 10, Chapter 15 of the Code of Alabama, 1975, as amended (the "Alabama Business Entities Conversion and Merger Act"), Harbert Power Corporation, an Alabama corporation (the "Corporation"), hereby adopts the following Articles of Dissolution for the purpose of dissolving the Corporation in connection with the conversion to Harbert Power, LLC, an Alabama limited liability company:

**FIRST:** The name of the Corporation is:

Harbert Power Corporation

**SECOND:** The Articles of Dissolution were adopted on December 23, 2003.

**THIRD:** The dissolution was approved by written consent of all of the shareholders of the Corporation under Section 10-2B-14.02(f) of the Code of Alabama, 1975, as amended, and a true and correct copy of the written consent is attached hereto as Exhibit A and incorporated herein by reference.

**FOURTH:** The Corporation is being converted to Harbert Power, LLC, the limited liability company formed by the filing of Articles of Organization with the Judge of Probate of Shelby County (the "Limited Liability Company").

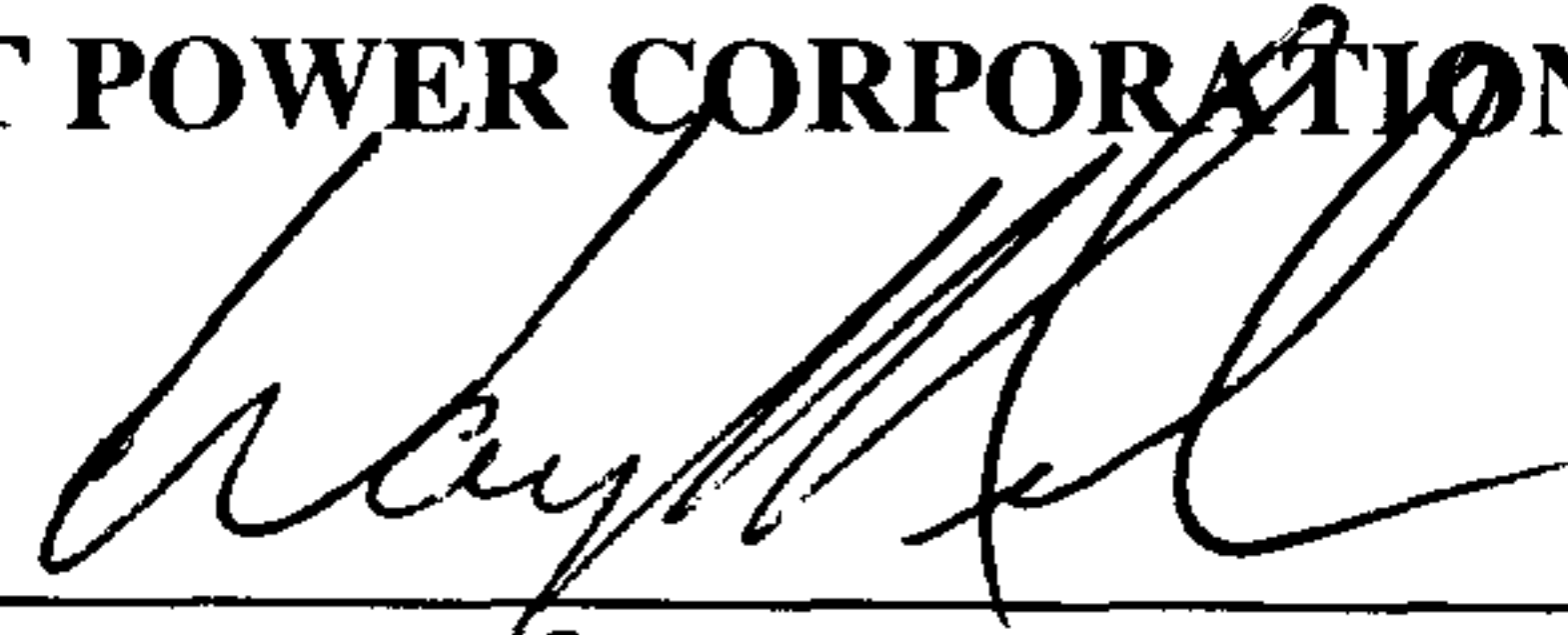
**FIFTH:** The Articles of Organization of the Limited Liability Company and the Articles of Dissolution of the Corporation are to be effective as of January 1, 2004 at 12:01 a.m.

**HARBERT POWER CORPORATION**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Its: \_\_\_\_\_

  
\_\_\_\_\_  
Wayne B. Nelson, II  
\_\_\_\_\_  
President

**THIS DOCUMENT PREPARED BY:**

Timothy J. Segers, Esq.  
Balch & Bingham LLP  
Post Office Box 306  
Birmingham, AL 35201  
(205) 251-8100

**Exhibit A**

**WRITTEN CONSENT OF THE SHAREHOLDERS TO DISSOLVE  
HARBERT POWER CORPORATION**

The undersigned, being the shareholders of Harbert Power Corporation, an Alabama corporation (the "Corporation"), deem it advisable and in the best interest of the Corporation that the same be dissolved, and hereby consent to the dissolution of the Corporation, as provided in Section 10-2B-14.02(f) of the Code of Alabama, 1975, in connection with its conversion to Harbert Power, LLC, an Alabama limited liability company (the "Limited Liability Company"), pursuant to the Alabama Business Entities Conversion and Merger Act; 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 its conversion to the Limited Liability Company; and the shareholders hereby approve, ratify and confirm in advance all actions taken by such officers in connection with the foregoing; and hereby duly execute 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 23rd day of December, 2003.

**SHAREHOLDERS:**

HARBERT MANAGEMENT CORPORATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Its: \_\_\_\_\_

Wayne B. Nelson, III

20031230000833360 Pg 3/3 30.00  
Shelby Cnty Judge of Probate, AL  
12/30/2003 16:02:00 FILED/CERTIFIED