

ARTICLES OF AMENDMENT

20041222000699070 Pg 1/2 25.00
Shelby Cnty Judge of Probate, AL
12/22/2004 15:32:00 FILED/CERTIFIED

to the

ARTICLES OF INCORPORATION

of

THE HARBINGER GROUP, INC.

Pursuant to, and with the effect provided in, Sections 10-2B-10.02 to 10.06 of the Code of Alabama, 1975, as amended (the "Code"), 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." (the "Corporation").

SECOND: The following amendment to the Corporation's Articles of Incorporation was adopted in the manner provided by the Code by the Corporation's sole shareholder, as of December 21, 2004:

"ARTICLE I

Name

The name of this corporation (hereinafter referred to as the "Corporation") shall be:

HARBERT FUND ADVISORS, INC."

THIRD: The Corporation had 1,000 shares of Common Stock issued and outstanding at the time of the adoption of this amendment. All 1,000 shares of Common Stock issued and outstanding voted to approve, and no shares voted against or abstained from voting on the foregoing amendment.

FOURTH: This amendment shall become effective at the close of business on January 1, 2005.

THE HARBINGER GROUP, INC.
an Alabama corporation

By: _____

Name: _____

Its: _____

Joel B. Piassick
Joel B. Piassick
Vice President

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Harbert Fund Advisors, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Terry Hunter, PO Box 78, Montgomery, AL 36101 for a period of one hundred twenty days beginning December 20, 2004 and expiring April 20, 2005.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

December 20, 2004

Date

Nancy L. Worley

Secretary of State