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Division of Corporations Page 1 of 1

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Florida Department of State
Division of Corporations
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**FOREIGN PROFIT/NONPROFIT CORPORATION
HERBER MANAGEMENT CORPORATION**

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Harbert Management Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Alabama

(State or country under the law of which it is incorporated)

3. _____

(FBI number, if applicable)

4. 11/4/1993

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon registration

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2100 Third Avenue North, Suite 600, Birmingham, Alabama 35203

(Principal office address)

P.O. Box 1297, Birmingham, Alabama 35201-1297

(Current mailing address)

8. Holding company

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: [Signature]

(Registered agent's signature)

ASST VP

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

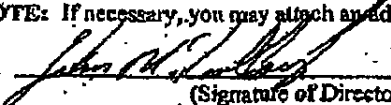
Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.



John W. McCullough, Senior Vice President, General Counsel and Secretary

(Signature of Director or Officer listed in number 12 of the application)

14.

John W. McCullough, Senior Vice President, General Counsel and Secretary

(Typed or printed name and capacity of person signing application)

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HARBERT MANAGEMENT CORPORATION
Officers and Directors

Officers

Raymond J. Harbert
Chairman and Chief Executive Officer
2100 Third Avenue North, Suite 600
Birmingham, Alabama 35203

Michael D. Luce
President and Chief Operating Officer
2100 Third Avenue North, Suite 600
Birmingham, Alabama 35203

David A. Boutwell
Executive Vice President & Chief Administrative Officer
2100 Third Avenue North, Suite 600
Birmingham, Alabama 35203

Joel B. Plassick
Executive Vice President
2100 Third Avenue North, Suite 600
Birmingham, Alabama 35203

Charles D. Miller
Executive Vice President & Chief Financial Officer
2100 Third Avenue North, Suite 600
Birmingham, Alabama 35203

William W. Brooke
Executive Vice President & Managing Partner, Venture Capital
2100 Third Avenue North, Suite 600
Birmingham, Alabama 35203

John W. McCullough
Sr. Vice President, General Counsel & Secretary
2100 Third Avenue North, Suite 600
Birmingham, Alabama 35203

Sonja J. Keeton
Director of Corporate Tax & Controller
2100 Third Avenue North, Suite 600
Birmingham, Alabama 35203

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Directors

Raymond J. Harbert
2100 Third Avenue North, Suite 600
Birmingham, Alabama 35203

Michael D. Luce
2100 Third Avenue North, Suite 600
Birmingham, Alabama 35203

David A. Boutwell
2100 Third Avenue North, Suite 600
Birmingham, Alabama 35203

Joel B. Piassick
2100 Third Avenue North, Suite 600
Birmingham, Alabama 35203

Charles D. Miller
2100 Third Avenue North, Suite 600
Birmingham, Alabama 35203

William W. Brooke
2100 Third Avenue North, Suite 600
Birmingham, Alabama 35203

John C. Harrison
2100 Third Avenue North, Suite 600
Birmingham, Alabama 35203

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Beth Chapman
Secretary of State

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

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporation records on file in this office disclose that Harbert Management Corporation incorporated in Shelby County, Montgomery, Alabama on November 4, 1993. I further certify that the records do not disclose that said Harbert Management Corporation has been dissolved.

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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.

February 24, 2010

Date

Beth Chapman

Beth Chapman

Secretary of State

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