

CERTIFICATE OF COMPANY ACTION

We, the undersigned, the members and ~~managers~~ of SOUTHERN ENERGY, L.L.C., a limited liability company, do hereby certify that at a meeting of the members and ~~managers~~ of the above-named company held on the 30 day of June, 2005, the following resolutions were unanimously adopted:

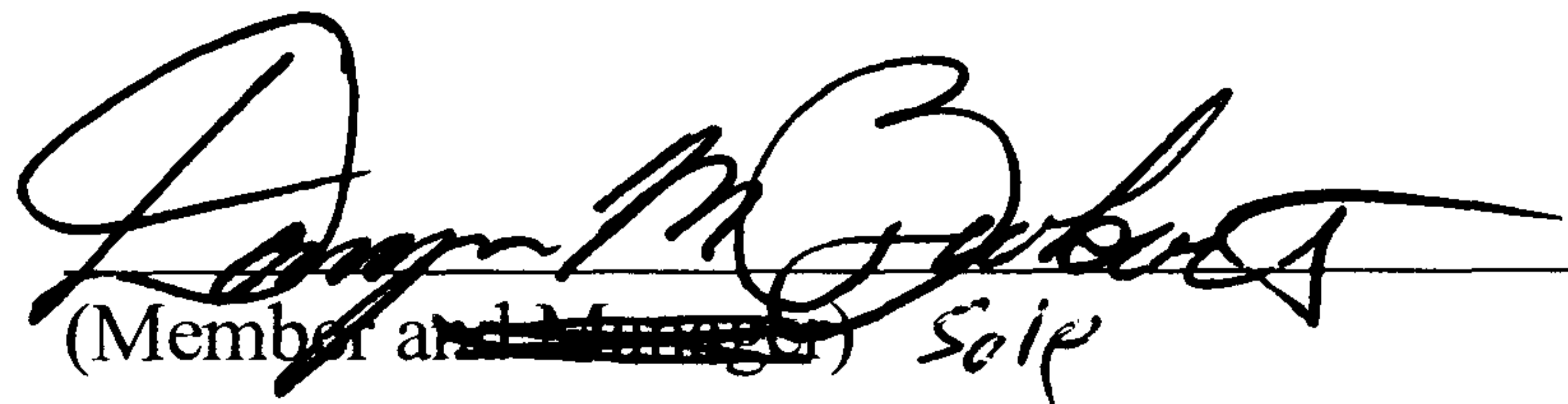
"BE IT RESOLVED, that it is in the best interest of this company to sell to TACOA MINERALS, L.L.C. ("Purchaser") the property described on Exhibit "A" and in that regard the form, terms and provisions of the instruments described hereinafter which evidence, secure, or otherwise concern this sale are hereby approved. The instruments referred to hereinabove are a Closing Statement, Lien Affidavit, Non-Foreign Affidavit, and Warranty Deed, all to be executed by this company.

BE IT FURTHER RESOLVED, that the member ~~or manager~~ (or any one of them) of this company is hereby authorized and directed to execute and deliver to Purchaser, the above-described sale documents, together with any additional instruments which are required by Purchaser or the title insurance company involved in this transaction, and satisfactory to the member ~~or manager~~ (or any one of them) of this company in the name of and on behalf of this company with such changes in the sale documents as shall be satisfactory to the member or manager. The member's ~~or manager's~~ satisfaction with any sale document and with such additional sale documents or such additional instruments shall be conclusively evidenced by his or her execution of the instrument or such additional instrument.

BE IT FURTHER RESOLVED, that all actions heretofore taken by the members and ~~managers~~ of this company, or any other officer or agent of this company in connection with this transaction are hereby ratified, affirmed and approved.

We do further certify that the action above-reflected has not been modified, amended or rescinded and is in full force and effect as of the date hereof.

IN WITNESS WHEREOF, we as the members and ~~managers~~ of this company have hereunto set our hands and seals this 30 day of June, 2005.


(Member and ~~Manager~~) *Self*



(Member and Manager)

EXHIBIT "A"

PARCEL 3:

A tract of land, situated in the Northeast quarter and also in the East half of the Northwest quarter of Section 22, Township 21 South, Range 4 West more particularly described as follows:

Commence at the Northeast corner of Section 22, Township 21, South, Range 4 West; thence run Westerly along a straight line which is the North line of said Section 22, 1457.97 feet; thence turn left 90 degrees 00 minutes 19 seconds and run Southerly along a straight line 730.86 feet to the point of beginning; thence turn left 55 degrees 21 minutes 55 seconds and run Southeasterly along a straight line 199.96 feet; thence turn right 9 degrees 05 minutes 07 seconds and run Southeasterly along a straight line 190.73 feet to the centerline of a road; thence turn right 81 degrees 40 minutes 50 seconds and run Southwesterly along a straight line and along the centerline of said road 336.14 feet to the beginning of the arc of a curve tangent to straight line, said arc turning to the left, having a radius of 269.77 feet and being subtended by central angle of 43 degrees 09 minutes 15 seconds; thence in a Southwesterly direction along said arc which is the centerline of said road 203.19 feet; thence in a Southerly direction along said centerline and along a straight line tangent to said arc 94.79 feet to the beginning of the arc of a curve tangent to said straight line, said arc turning to the right, having a radius of 552.51 feet and being subtended by a central angle of 58 degrees 56 minutes 00 seconds; thence in a Southwesterly direction along said arc which is the centerline of said road 568.30 feet; thence in a Southwesterly direction along said road and along a straight line tangent to said arc 160.32 feet; thence turn right 78 degrees 15 minutes 52 seconds and run Northwesterly along a straight line 296.04 feet; thence turn left 62 degrees 53 minutes 50 seconds and run Southwesterly along a straight line 440.45 feet; thence turn right 22 degrees 46 minutes 07 seconds and run Westerly along a straight line 261.82 feet; thence turn right 46 degrees 40 minutes 01 seconds and run Northwesterly along a straight line 184.45 feet; thence turn right 28 degrees 41 minutes 00 seconds and run Northwesterly along a straight line 355.92 feet; thence turn right 0 degrees 49 minutes 02 seconds and run Northwesterly along a straight line 333.68 feet; thence turn right 40 degrees 15 minutes 31 seconds and run Northeasterly along a straight line 279.31 feet; thence turn right 14 degrees 59 minutes 29 seconds and run Northeasterly along a straight line 134.55 feet; thence turn right 25 degrees 52 minutes 33 seconds and run Northeasterly along a straight line 119.99 feet; thence turn right 12 degrees 47 minutes 52 seconds and run Northeasterly along a straight line 225.96 feet; thence turn left 5 degrees 57 minutes 24 seconds and run Northeasterly along a straight line 266.84 feet; thence turn right 60 degrees 56 minutes 19 seconds and run Southeasterly along a straight line 201.82 feet; thence turn left 20 degrees 50

minutes 53 seconds and run Southeasterly along a straight line 212.82 feet; thence turn left 67 degrees 55 minutes 36 seconds and run Northeasterly along a straight line 442.38 feet to the point of beginning.

PARCEL 5:

A tract of land lying in the Northwest quarter of the Southwest quarter and the Northeast quarter of the Southwest quarter of Section 28, Township 21 South, Range 4 West, more particularly described as follows:

Commence at the Southwest corner of the Southwest quarter of the Southwest quarter of Section 28, Township 21 South, Range 4 West; thence run North along the West line of said Section 28 a distance of 1760.98 feet; thence turn right 90 degrees 0 minutes 00 seconds and run Easterly 1274.44 feet to the point of beginning; thence turn left 78 degrees 39 minutes 30 seconds and run Northeasterly 219.49 feet; thence turn right 89 degrees 59 minutes 56 seconds and run Southeasterly 87.15 feet; thence turn right 90 degrees 00 minutes 00 seconds and run Southwesterly 219.49 feet; thence turn right 90 degrees 00 minutes 19 seconds and run Northwesterly 87.15 feet to the point of beginning.

PARCEL 6:

A tract of land, situated in the Southeast quarter of the Northwest quarter of Section 28, Township 21 South, Range 4 West more particularly described as follows:

Commence at the Southwest corner of Section 28, Township 21 South, Range 4 West; thence run North along the West line of said Section 28 a distance of 3388.73 feet; thence turn right 90 degrees and run Easterly a distance of 1942.04 feet to the point of beginning; thence turn left 48 degrees 49 minutes 55 seconds and run Northeasterly a distance of 189.06 feet; thence turn right 72 degrees 12 minutes 18 seconds and run Southeasterly a distance of 203.99 feet; thence turn right 90 degrees 42 minutes 46 seconds and run Southwesterly a distance of 200.80 feet; thence turn right 93 degrees 52 minutes 03 seconds and run Northwesterly a distance of 260.10 feet to the point of beginning.

PARCEL 7:

A tract of land lying in the Southeast quarter of the Southeast quarter of Section 20, Township 21 South, Range 4 West and also in the West half of the Southwest quarter of Section 21, Township 21 South, Range 4 West more particularly described as follows:

Commence at the Southwest corner of the Southwest quarter of the Southwest quarter

of Section 21, Township 21 South Range 4 West; thence run North along the West line of said Section 21 890.01 feet to the point of beginning; thence turn left 88 degrees 31 minutes 17 seconds and run Westerly 103.06 feet to a point on the Westerly right of way of Southern Railroad; thence turn right 107 degrees 37 minutes 39 seconds and run Northeasterly along said right of way 708.44 feet; thence turn right 90 degrees and run Southeasterly 184.26 feet; thence turn right 30 degrees 13 minutes 17 seconds and run Southeasterly 226.97 feet; thence turn right 33 degrees 50 minutes 13 seconds and run Southeasterly 144.96 feet; thence turn left 0 degrees 19 minutes 22 seconds and run Southeasterly 192.25 feet; thence turn right 107 degrees 11 minutes 36 seconds and run Northwesterly 96.36 feet; thence turn left 45 degrees 53 minutes 31 seconds and run Southwesterly 217.55 feet; thence turn right 37 degrees 20 minutes 08 seconds and run Westerly 220.97 feet to the point of beginning.

SUBJECT TO: i) taxes and assessments for the year 2005, a lien but not yet payable; ii) title to all minerals within and underlying the premises, together with all mining rights and other rights, privileges, immunities and release of damages relating thereto, as recorded in Deed Volume 227, page 708, Deed Volume 302, page 766, Instrument # 1995-37304, Instrument # 1996-2519, Instrument # 2004-14856 and Instrument # 2004-14857; iii) 100 foot Southern Railway right of way (Parcel 1 & 7); iv) title to all minerals within and underlying the premises, together with all mining rights and other rights, privileges, immunities and release of damages relating thereto, as recorded in Deed Volume 280, page 47 as amended in Real Volume 391, page 547, Instrument 1994-3225, and Instrument 1996-21551 (Parcel 1); v) title to all minerals within and underlying the premises, together with all mining rights and other rights, privileges, immunities and release of damages relating thereto, as recorded in Instrument # 1997-18712 and corrected in Instrument 2004-1730 (Parcel 2); vi) reservation of royalties, hunting agreement, easements and right of ways contained in deed and map recorded as Instrument 1997-18712 and corrected by Instrument 2004-1730 (Parcel 2); vii) release of damages, conditions, restrictions, reservation and limitations set out in deeds recorded in Instrument 2004-67584 and 2005-354; viii) agreement with respect to surface and subsurface uses recorded in Instrument 2004-14860; and ix) non-exclusive easements reserved in Instrument 2004-67584.