

ARTICLES OF INCORPORATION
AND
CERTIFICATE OF INCORPORATION
OF
BURTON MINE CONSULTANTS, INC.

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA

The undersigned, Jerry W. Burton, Janice L. Burton, and Sharon A. Hibbs, each of whom is over the age of twenty-one years, desiring to organize a body corporate under the laws of the State of Alabama, and being all of the subscribers to the capital stock of the corporation hereby organized, do make, sign and file this Certificate of Incorporation as follows:

1. The name of the corporation is Burton Mine Consultants, Inc., and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

2. The objects and purposes for which the corporation is formed are:

a. To carry on the business of consultants for the mining industry and any and all ancillary or related businesses or industries. This includes but is not limited to permit work, engineering, hydrology, geology, water testing, health inspection, safety inspection, training, environmental and all other areas of consultation indigenous to the mining and related industries.

b. To purchase, acquire, hold, improve, sell, convey, assign, exchange, release, mortgage, encumber, lease, hire, and deal in real and personal property of every kind and character.

c. To apply for, purchase, or acquire by assignment, transfer, or otherwise, and hold, mortgage or otherwise pledge, dispose of, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant.

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d. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, exchange, or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise and personal property of every class and description, whether or not the same specifically pertain to the classes of business above specified; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations or establishments of whatever character or description, together with the equipment, rolling stock, and other facilities used or useful in connection with or incidental thereto.

e. To acquire bonds or stocks of this corporation or otherwise, the good will, rights, assets, and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

f. To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of and to take, exchange and grant licenses, or other rights therein, in respect of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventories, improvements, processer, formulae, methods, copyrights, trademarks and trade names, relating to or useful in connection with any business, objects or purposes of the corporation.

g. To acquire, by purchase, subscription or otherwise, and to own, hold, sell and dispose of, exchange, deal in and deal with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages, and securities executed by any individual or by any corporation of Alabama or any other state or foreign countries, whether public or private, government or municipality or otherwise, and to issue and exchange for all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages or securities, the stock, bonds, debentures, or other evidences of indebtedness, of this corporation and this corporation shall have express power to hold, sell, assign, transfer mortgages, pledges or otherwise dispose of the shares of capital stocks, bonds, debentures, promissory notes, mortgages and securities so acquired by it, and while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama.

h. To endorse, or otherwise guarantee, or obligate itself for, or pledge or mortgage all or any part of its properties for the payment of the principal and interest, or either, or any bonds, debentures, notes, scrip, coupons, or other obligations or evidences of indebtedness, or in the performance of any contract, mortgage, or obligations, of any other corporation, or association, domestic or foreign, or of any firm, partnership or joint venture.

i. To acquire the good will, rights, assets, and properties, and to undertake the whole or any part of the liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the corporation, or otherwise; to hold, or in any manner dispose of, the whole or any of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.

j. To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

k. To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise, or real and personal property of every nature and description, or by way or guaranty, or otherwise.

l. To draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.

m. To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trusts, or otherwise.

n. To act as agent, jobber broker or attorney in fact in buying, selling, and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not and in supervising, managing and protecting such property and loans, and all interests in and claims affecting the same.

o. To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue the same.

p. To enter into any plan or project for the assistance and welfare of its employees.

q. To enter into any legal arrangements for sharing of profits, union or interest, reciprocal concessions, or cooperation, as partner, joint venturer, or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the objects of this corporation.

r. To have one or more offices to carry on all of its operations and business without restrictions or limit as to amount, in any of the states, districts, territories, or possession or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

s. To carry on any other business in connection with the foregoing.

t. To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural persons might or could do and in any part of the world, as principal factor, agent, contractor, or otherwise either along or in conjunction with any person, firm, association, corporation or any entity or whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses, and each phase thereof, shall be construed as objects and purposes of this corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers

shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance in any of its branches.

3. The initial registered office of the corporation shall be P.O. Box 822, Pelham, AL, 35124. (County Hwy 11, Alabaster)

4. The amount of the total authorized capital stock of the corporation shall be Two Thousand and no/100 Dollars (\$2,000.00), divided into two thousand (2,000) shares of common capital stock having a par value of One and no/100 Dollars (\$1.00) per share. The amount of paid-in capital stock with which the corporation shall begin business shall be One Thousand and No/100 Dollars (\$1,000.00) divided into one thousand (1,000) shares of common capital stock having a par value of One and no/100 Dollars (\$1.00) per share.

5. The name and post office address of the intial registered agent of the corporation designated by the incorporators to receive subscriptions to the capital stock of the corporation and service of process, is Jerry W. Burton, P.O. Box 822, Pelham, AL 35124. (County Hwy 11, Alabaster)

6. The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAMES</u>	<u>POST OFFICE ADDRESSES</u>	<u>NO. OF SHARES</u>
Jerry W. Burton	Rt. 3 Box 1550, Alabaster, AL	998
Janice L. Burton	Rt. 3 Box 1550, Alabaster, AL	1
Sharon A. Hibbs	419 Knobb Hill Apts., Homewood, AL	1

The names and post offices addresses of the officers who shall hold office until their successors have been duly elected and qualified are as follows:

<u>NAMES OF OFFICERS</u>	<u>POST OFFICE ADDRESSES</u>	<u>OFFICE</u>
Jerry W. Burton	Rt. 3 Box 1550, Alabaster, AL	President
Janice L. Burton	Rt. 3 Box 1550, Alabaster, AL	V. President Treasurer
Sharon A. Hibbs	419 Knobb Hills Apts., Homewood	Secretary

The names of the directors will be as follows:

<u>NAMES OF DIRECTORS</u>	<u>POST OFFICE ADDRESSES</u>
Jerry W. Burton	Rt. 3 Box 1550, Alabaster, AL
Janice L. Burton	Rt. 3 Box 1550, Alabaster, AL
Sharon A. Hibbs	419 Knobb Hills Apts., Homewood, AL

7. The period for the duration of the corporation shall be perpetual.

8. This corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefor upon such reasonable terms and conditions as may be approved by the Board of Directors of this corporation, provided that such restrictions be stated upon each certificate representing such shares.

9. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Certificate of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by

the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the corporation shall have notice thereof.

10. The President shall have authority to execute all deeds, mortgages, bonds and other contracts requiring a seal, under the seal of the corporation and the Secretary or any Assistant Secretary shall have authority to affix said seal to instruments requiring it, and attest the same.

11. The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute or by this Certificate of Incorporation. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is hereby expressly authorized:

a. To adopt, alter, amend and repeal the By-Laws of the corporation, but By-Laws so made by the directors may be altered or repealed by the directors or stockholders;

b. To fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and if any, what part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

The corporation may, in its By-Laws, confer powers upon its Board of Directors, in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon directors by statute.

12. No contract or other transaction between this corporation and any person, firm, association or corporation and no other act of this corporation shall, in the absence of fraud, be invalidated or in any way affected by the fact that any of the directors of the corporation are, directly or indirectly, pecuniarily or otherwise interest in such contract, transaction or other act, or related to or interested in (either as director, stockholder, officer, employee, member or otherwise) such person, firm association or corporation. Any director of the corporation individually, or any firm or association of which any director may be a member, may be a part to, or may be pecuniarily or otherwise interested in, and contract or transaction of the corporation, provided that the fact that he, individually, or such firm or association is so interest, shall be disclosed or known to the Board of Directors or a majority of the members thereof as shall be present at any meeting of the Board of Directors, or of any committee of directors having the powers of the full board, at which action upon any such contract, transaction, or other act is taken; and if such fact shall be disclosed or known, any director counted in determining the presence of a quorum at any meeting of the Board of Directors, or of such committee, at which action upon any such contract, transaction, or act shall be taken, and may vote thereat with respect to such action with like force and effect as if he were not so reldaed or interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

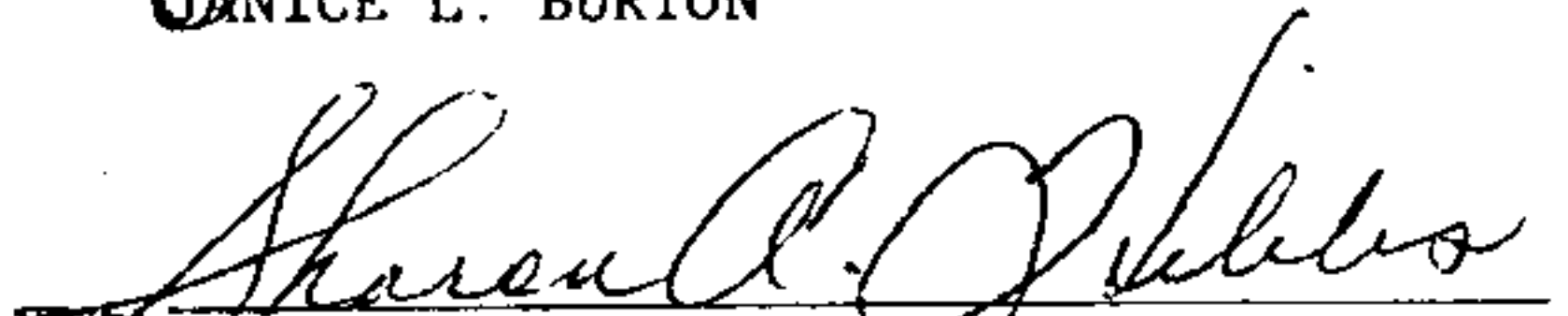
13. Attached hereto, marked EXHIBIT "A" and made a part hereof, is a statement under oath made by the said Jerry W. Burton, the officer or agent designated by the incorporators to receive subscriptions to the capital stock

of said corporation, showing the amount of capital stock of the corporation subscribed for and the amount thereof which has been paid. There is also attached hereto, marked EXHIBIT "B" and made a part hereof, a copy of the subscription list of said corporation showing the amount of capital stock subscribed for by each of said incorporators and the manner in which such subscriptions are provided to be discharged.

IN WITNESS WHEREOF, the undersigned incorporators have hereto subscribed their names to this Certificate of Incorporation this the 31st day of May, 1982.


JERRY W. BURTON


JANICE L. BURTON


SHARON A. HIBBS

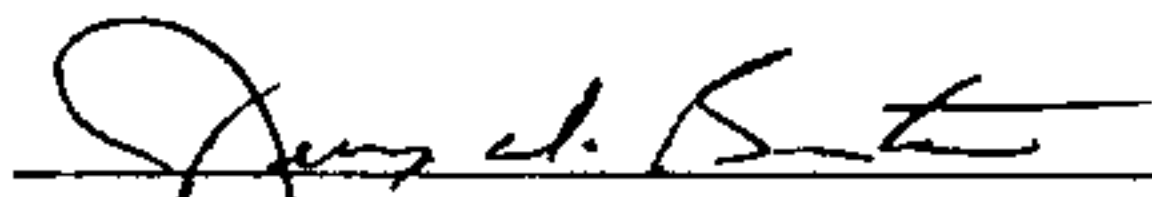
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EXHIBIT "A"

STATE OF ALABAMA)
SHELBY COUNTY)

Before me, the undersigned authority, a Notary Public in said County, in said State, personally appeared Jerry W. Burton, who is known to me and who, being by me first duly sworn, deposes and says that he is the officer and intial registered agent designated and authorized by the incorporators of Burton Mine Consultants, Inc., a body corporate, organized under the laws of the State of Alabama, to receive subscriptions to the capital stock of said corporation; that the number of shares of capital stock subscribed for is One Thousand (1,000) shares of common stock having a par value of One and no/100 Dollars (\$1.00) per share; that a copy of the subscription list to the capital stock of said corporation is attached hereto, marked EXHIBIT "B" and made a part hereof; that each of the said incorporators and subscribers to the said capital stock has paid the full amount of his or her subscription in the following manner:

<u>NAME</u>	<u>SUBSCRIPTION AMOUNT</u>	<u>MANNER OF PAYMENT</u>
Jerry W. Burton	\$998.00	cash
Janice L. Burton	\$ 1.00	cash
Sharon A. Hibbs	\$ 1.00	cash


Jerry W. Burton

Sworn to and subscribed fore me this the 31st day of
May, 1982.



NOTARY PUBLIC

EXHIBIT "B"

SUBSCRIPTION LIST TO THE CAPITAL STOCK
OF
BURTON MINE CONSULTANTS, INC.
A BODY CORPORATE

We the undersigned, do respectively subscribe for and agree to pay for the number of shares of common capital stock of Burton Mine Consultants, Inc., a body corporate porposed to be organized hereunder, and to pay therefore upon the organization of said corporation in the following manner:

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>MANNER OF PAYMENT</u>
Jerry W. Burton	998	cash
Janice L. Burton	1	cash
Sharon A. Hibbs	1	cash

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BY - LAWS

of

BURTON MINE CONSULTANTS, INC.

A BODY CORPORATE

OFFICES

1. The principal office of the corporation shall be located in the City of Pelham, Alabama. Copies of proceedings of stockholders' and directors' meetings shall be kept at the principal office.

STOCKHOLDERS

2. Annual Meeting: The annual meeting of the stockholders of the corporation shall be held in each year on the 1st day of June, if not a holiday, and if a holiday, then on the next secular day following, for the purpose of electing directors and the transaction of such other business as may be brought before the meeting.

3. Special Meetings: Special meetings of the stockholders may be called by the President, or by a majority of the Board of Directors, and shall be called by the President or Secretary upon the written request of stockholders owning one-third or more of all outstanding shares of stock entitled to vote at the meeting.

4. Place of Meeting: The Board of Directors may designate any place either within or without the State of Alabama as the meeting place for any annual or special meeting. In the absence of any designation, all meetings shall be held at the principal office of the corporation.

5. Notice of Meeting: Written or printed notice stating the place, day and hour of the meeting shall be given before the date of the meeting, either personally or by mail, by or at the direction of the Secretary to each stockholder of record entitled to vote at such meeting. Such notice shall be delivered not less than ten (10) days before the date of the meeting. Notwithstanding the provisions of this section, the stock or bonded indebtedness of the corporation shall not be increased at a meeting unless thirty (30) days' notice of such meeting shall have been given in the manner prescribed in this section. In case of a special meeting or an annual meeting at which special action is to be taken, such notice shall also state the purpose(s) for which the meeting is called or the special action which is proposed to be taken. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail, addressed to the stockholder at his

address as it appears on the stock transfer books of the corporation with postage thereon prepaid. If given personally, such notice shall be deemed to have been delivered when handed to the stockholder or left at his place of business or his residence.

6. Quorum: A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at the meeting of stockholders. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which time a quorum shall be present or represented, any business may be transacted at the meeting as originally notified. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

7. Proxies: A stockholder entitled to vote may vote either in person or by proxy executed in writing by the stockholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

8. Voting of Shares: Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of stockholders, except to the extent that the voting rights of the shares of any class or classes are limited or denied by the Certificate of Incorporation.

9. Informal Action by Stockholders: Any action required to be taken at a meeting of the stockholders, or any action which may be taken at a meeting of the stockholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the stockholders entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of stockholders.

BOARD OF DIRECTORS

10. The business and affairs of the corporation shall be managed by the Board of Directors.

11. Number, Tenure and Qualifications: There shall be three (3) directors of the corporation. The directors shall be elected at the annual meeting of stockholders and shall hold office for one year until the next annual meeting of the stockholders and until their successors have been elected and qualified. The number of directors may be increased or decreased from time to time by amendment to the By-Laws, but no decrease shall have the effect of shortening the terms of any incumbent director. Directors need not be residents of the State of Alabama or stockholders of the corporation.

12. Annual and Other Regular Meetings: The regular annual meeting of the Board shall be held immediately after and at the same place as the annual meeting of stockholders, without necessity of notice of such meeting. The Board may provide for the holding of additional regular meetings at such places either within or without the State of Alabama and at such time as the Board of Directors by resolution may determine, and if so determined no further notice thereof need be given.

13. Special Meetings: Special meetings of the Board may be called by the Chairman of the Board, or by the President or by any two directors. The person(s) authorized to call a special meeting of the Board shall fix the place, either within or without the State of Alabama, and the date and time for holding any such meeting.

14. Notice: Notice of any special meeting shall state the date, time and place of the meeting and the purpose(s) for which the meeting is called and may be given under any one of the following methods:

(a) By written notice at least 48 hours in advance of such meeting, delivered in person or by leaving such notice at the place of business or residence of such director, or by depositing such notice in the United States Mail, postage prepaid, addressed to the director at his address as it appears on the records of the Secretary of the Corporation;

(b) Verbally in person or by telephone at least 24 hours in advance of such meeting by communication with the director in person or by telephone;

(c) By telegram delivered to the telegraph company at least 24 hours in advance of such meeting.

15. Quorum: A majority of the directors shall constitute a quorum for the transaction of business but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting which may be held on a subsequent date without further notice provided a quorum shall be present at such deferred meeting.

16. Manner of Acting: The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, Certificate of Incorporation or the By-Laws.

17. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors though less than a quorum of the Board. A director elected to fill a vacancy shall be elected to serve for the unexpired term of his predecessor. Any directorship to be filled by reason of an increase in the number of directors shall

be filled by election at an annual meeting or at a special meeting of stockholders called for that purpose.

WAIVER OF NOTICE

18. Any notice required to be given under the provisions of these By-Laws or otherwise may be waived by the stockholder or director to whom such notice is required to be given.

OFFICERS

19. Various Officers: The officers of the corporation shall be elected by the Board of Directors and shall be a President, Vice-President, and Secretary-Treasurer. The Board of Directors may also choose a Chairman of the Board of Directors additional Vice-Presidents, and an Assistant Secretary and an Assistant Treasurer. The Secretary and Treasurer may be the same person, and the President or Vice-President may hold, at the same time, the office of Treasurer.

20. Election and Term of Office: The officers shall be elected by the Board of Directors at the annual meeting of the Board, except an officer elected to fill a vacancy, shall be elected in the manner provided in Section 22. If the election of officers shall not be held at such annual meeting, such election shall be held as soon thereafter as practicable. Each officer shall hold office until his successor shall have been duly elected and qualified or until his death, resignation, or removal in the manner hereinafter provided.

21. Removal: Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of the majority of all the directors.

22. Vacancies: A vacancy in any office on account of death, resignation, removal, disqualification, or otherwise may, at any regular or special meeting, be filled by the Board for the unexpired portion of the term.

23. Chairman of the Board of Directors: In the event the Board of Directors shall elect a Chairman of the Board of Directors, the Chairman shall preside at all meetings of stockholders and directors. Except, where by law, the signature of the President is required, the Chairman shall possess the same power as the President to sign all contracts and other instruments of the corporation which may be authorized by the Board of Directors.

24. President: The President shall be the chief executive officer of the corporation and shall have general supervision of all the business and affairs of the corporation; see that all orders and resolutions of the Board are carried into effect;

sign all stock certificates, contracts and other instruments of the corporation which may be authorized by the Board of Directors; and, perform all other duties as are incident to the office of President or as may be assigned to him by the Board of Directors. In the absence of or if there be no Chairman of the Board, the President shall preside at all meetings of the stockholders and directors.

25. Vice Presidents: The Vice Presidents, in the order designated by the Board of Directors, shall exercise the functions of the President during the absence or disability of the President. Each Vice President shall have such powers and shall perform such duties as may be assigned to him by the Board of Directors.

26. Secretary: (a) The Secretary shall attend all sessions of the Board and all meetings of the stockholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose; see that all notices are given in accordance with the provisions of these By-Laws or as required by law; keep the seal of the corporation in safe custody and, when authorized by the Board of Directors, he/she shall affix the same to any instrument requiring it and, when so affixed, it shall be attested by his/her signature; sign with the President, or any Vice-President, all stock certificates to be issued; and, perform such other duties as may be assigned to him/her by the Board of Directors or President;

(b) Any Assistant Secretary shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and shall perform such duties as may be assigned to him/her by the Board of Directors or the President.

27. Treasurer: (a) The Treasurer shall be the chief financial officer of the corporation; have custody of all funds and securities of the corporation; keep full and accurate accounts of receipts and disbursements; deposit all monies and valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements; render to the President and Board whenever they may require it an account of his transactions as Treasurer and of the financial condition of the corporation; and, perform such other duties as may be assigned to him/her by the Board of Directors.

(b) Any Assistant Treasurer shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties as may be assigned to him by the Board of Directors or President.

28. Delegation of Duties: In case of the absence of any officer of the corporation or for any other reason that the Board of Directors may deem sufficient, the Board may delegate any or all of the powers or duties of any officer to any other person(s) provided a majority of the entire Board concurs therein.

CERTIFICATE OF STOCK AND STOCK TRANSFERS

29. Stock Certificates: Stock certificates shall be in such form as may be determined by the Board of Directors and as will comply with the applicable statutes. Stock certificates shall be signed by the President and by the Secretary. All stock certificates shall be consecutively numbered.

30. Stock Transfers: Transfers of stock shall be made on the books of the corporation only by the holder of record of any share(s) of stock as the holder in fact thereof and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share(s) on the part of any other person, whether or not it shall have express or other notice thereof, except as expressly provided by the laws of the State of Alabama.

31. Stock Sale or Purchase: In the event any stockholder wishes to sell or dispose of his or her interest in this corporation, or to purchase the interest of another stockholder, they may do so only in accordance with this provision;

Any stockholder wishing to sell or purchase the stock or interest of another stockholder shall make an offer to said stockholder, quoting him a price, per share, at which he, the moving stockholder, would be willing to either buy the other party's interest or sell to him his own interest. Then the stockholder to whom the proposal was made shall have thirty (30) days in which to either sell his stock or buy the stock of the party making the offer. In the event the stockholder to whom the offer was made does not act within the said thirty (30) days, then the stockholder making the proposal initially, will be free to sell his stock or his interest to a third party outside the corporation. All offers, proposals and acceptance made pursuant to this paragraph shall be in writing.

32. Lost Certificates: In case of a lost, destroyed or mutilated certificate, a new one may be issued therefore upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

DIVIDENDS:

33. Subject to the laws of the State of Alabama, The Board of Directors may, from time to time, declare and the corporation may pay dividends on its outstanding shares in cash, property, or its own shares, except when the corporation is insolvent or when the payment thereof would render the corporation insolvent or when the declaration or payment thereof would be contrary to any restrictions contained in the Certificate of Incorporation.

SEAL

34. The corporate seal shall be circular in form and shall have thereon the name of the corporation, the word "SEAL" and the State of Incorporation.

FISCAL YEAR

35. The fiscal year shall begin on the date of incorporation and end the first year as determined by the Board of Directors, but if not determined by the Board of Directors, the fiscal year shall end on the last day of any month, no longer than twelve (12) months from the first day of the month in which the corporation was organized, as the Board of Directors may select. Thereafter, the fiscal year shall cover a full twelve-month period.

AMENDMENTS

36. The power to alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors unless reserved to the stockholders by the Certificate of Incorporation; provided, however, that without first obtaining the approval of the stockholders, the Board of Directors may not alter, amend, or repeal any By-Law establishing the number or directors, the time or place of stockholders' meetings, or what constitutes a quorum at such stockholders' meetings.

ADOPTED by the stockholders on this the 31st day of May, 1982.

Jerry W. Burton
Jerry W. Burton

Janice L. Burton
Janice L. Burton

Sharon A. Hibbs
Sharon A. Hibbs

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WILLIAM E. SWATEK
ATTORNEY AT LAW
1400 E. 17TH ST. S.W.
ALBUQUERQUE, N.M. 87104
(505) 265-8800



STATE OF ALABAMA

I, Don Siegelman, 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 10-2A-26, Code of Alabama 1975, the corporate name _____

Burton Mine Consultants, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Burton Mine Consultants, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in

the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

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.

Date May 28, 1982

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

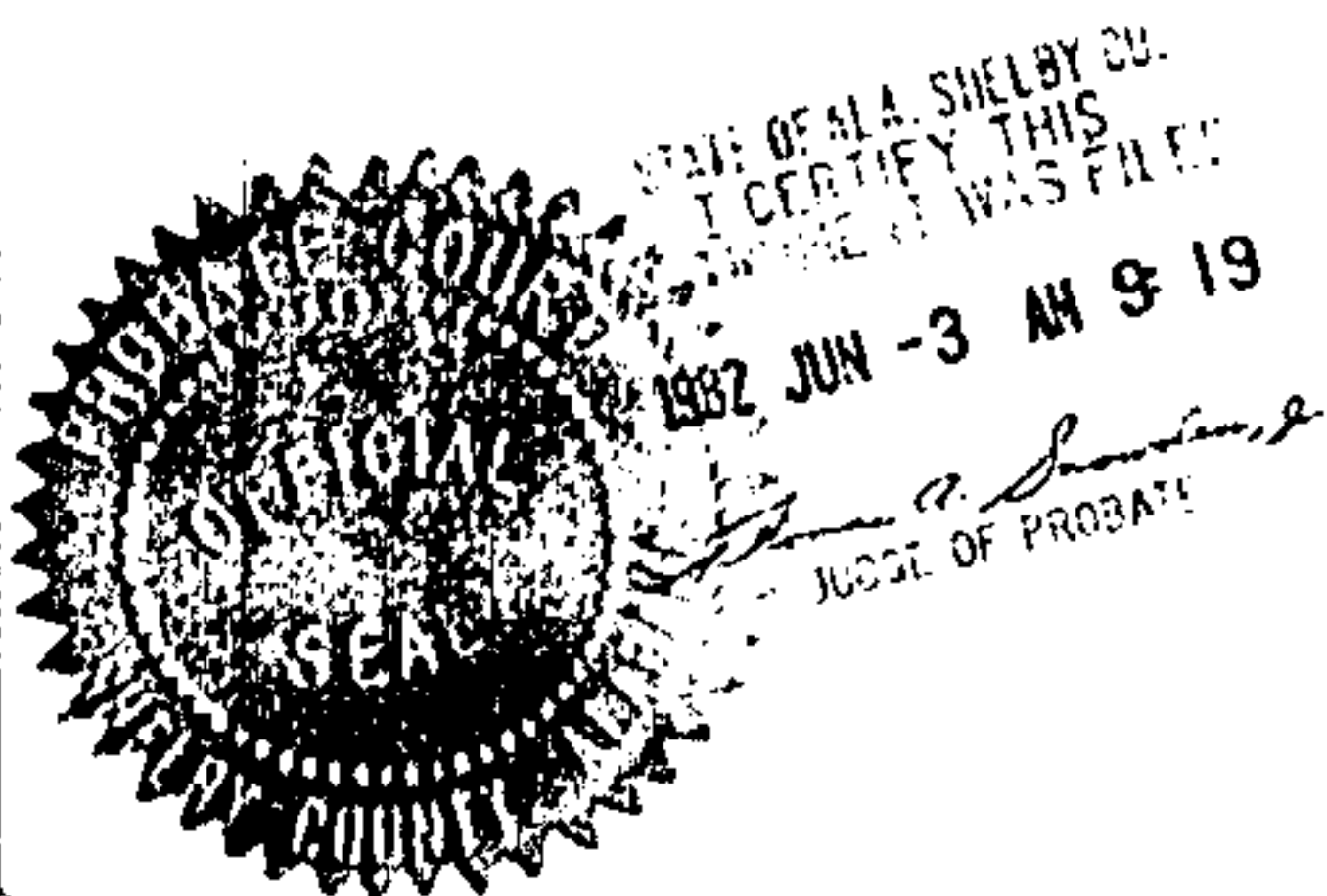
CERTIFICATE OF INCORPORATION OF

BURTON MINE CONSULTANTS, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of BURTON MINE CONSULTANTS, INC., duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of BURTON MINE CONSULTANTS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 3rd. day of JUNE, 1982.



Thomas A. Henderson, Jr.

Judge of Probate