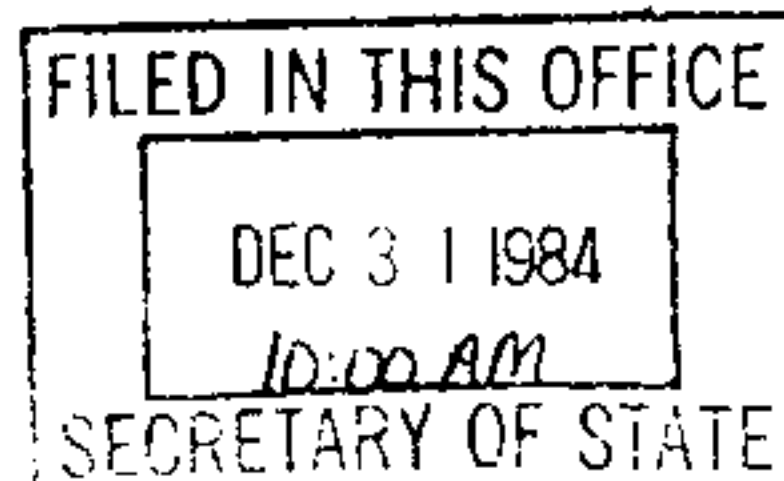


267
ARTICLES OF MERGER
OF
KSRR CORPORATION AND
SOUTHERN REALTY RESOURCES, INC.



The undersigned corporations, pursuant to Section 88, Act No. 80-633 known as the Alabama Business Corporation Act, hereby execute the following articles of merger:

ARTICLE ONE

The names of the corporations proposing to merge and the names of the States under the laws of which such corporations are organized, are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
KSRR Corporation	Kentucky
Southern Realty Resources, Inc.	Alabama

ARTICLE TWO

The laws of Kentucky, the State under which such foreign corporation is organized, permit such merger.

ARTICLE THREE

The name of the surviving corporation shall be KSRR Corporation and it shall be governed by the laws of the State of Kentucky.

It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Alabama:

1. The surviving corporation may be served with process in the State of Alabama in any proceeding for the enforcement of any obligation of Southern Realty Resources, Inc., the corporation organized under the laws of the State of Alabama which is a party to the merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of the said Southern Realty Resources, Inc. against the surviving corporation;
2. The Secretary of State of the State of Alabama shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is 7000 South Yosemite Street, P. O. Box 3299, Englewood, Colorado 80155.
3. The surviving corporation will promptly pay to the dissenting shareholders of Southern Realty Resources, Inc., the corporation

Ms. Corinne M. Lude
C T Corporation System
1700 Broadway, Suite 816
Denver, Colorado 80290

organized under the laws of the State of Alabama which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the Alabama Business Corporation Act with respect to the rights of dissenting shareholders.

ARTICLE FOUR

The plan of merger is as follows:

PLAN OF MERGER

Southern Realty Resources, Inc., an Alabama corporation ("Realty"), all of the 1,000 outstanding shares of which are owned by Cyprus Coal Company, a Delaware corporation, shall be merged into KSRR Corporation, a Kentucky corporation ("KSRR"), all of the 1,000 outstanding shares of which are owned by Realty, and KSRR shall be the surviving corporation.

The merger of Realty into KSRR is conditional upon the approval of this Plan of Merger by the Boards of Directors and the stockholders of both Realty and KSRR and the filing of Articles of Merger with each of the Secretary of State of the Commonwealth of Kentucky in accordance with the provisions of Sections 271A.370 and 271A.385 of the Kentucky Revised Statutes and the Secretary of State of the State of Alabama in accordance with the provisions of Section 88, Art. No. 80-633, known as the Alabama Business Corporation Act. The merger shall be effective as of the close of business on December 31, 1984.

Upon the effectiveness of the merger, each outstanding share of KSRR shall be cancelled and each outstanding share of Realty shall be converted into one share of the stock of KSRR.

Upon the effectiveness of the merger, the Articles of Incorporation of KSRR shall be amended so as to change the name of the surviving corporation. Article FIRST of said Articles of Incorporation is hereby amended to read as follows:

"FIRST: The name of the corporation is:

SOUTHERN REALTY RESOURCES, INC."

Subsequent to the effectiveness of the merger, such Articles of Incorporation as so amended shall be the Articles of Incorporation of the surviving corporation until changed as provided by law.

ARTICLE FIVE

As to each corporation, the number of shares outstanding, the number of shares entitled to vote, and the number and designation of shares of any class entitled to vote as a class, are:

<u>Name of Corporation</u>	<u>Total No. of Shares Outstanding</u>	<u>Total No. of Shares Entitled to Vote</u>	<u>Designation of Class Entitled to Vote as a Class (if any)</u>	<u>No. of Shares of Such Class (if any)</u>
KSRR Corporation	1,000	1,000	None	None
Southern Realty Resources, Inc.	1,000	1,000	None	None

ARTICLE SIX

As to each corporation, the number of shares voted for and against the plan, respectively, and the number of shares of any class entitled to vote as a class voted for and against the plan are:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>	<u>Class</u>	<u>Shares Voted For</u>	<u>Shares Voted Against</u>
KSRR Corporation	1,000	None	None	---	---
Southern Realty Resources, Inc.	1,000	None	None	---	---

ARTICLE SEVEN

As to each corporation incorporated under the law of Alabama, the counties in which their articles (or certificates) of incorporation are filed are:

<u>Name of Corporation</u>	<u>County in Which Articles (or Certificates) of Incorporation Are Filed.</u>
Southern Realty Resources, Inc.	Shelby County

ARTICLE EIGHT

All provisions of the law of the State of Alabama and the State of Kentucky applicable to the proposed merger have been complied with.

IN WITNESS WHEREOF each of the undersigned corporations has caused these articles of merger to be executed in its name by its Vice President and Secretary or Assistant Secretary, as of the 11th day of December, 1984.

KSRR CORPORATION

By Chester B. Stone, Jr.
Chester B. Stone, Jr.
Vice President

and W. H. Cann
W. H. Cann
Secretary

SOUTHERN REALTY RESOURCES, INC.

By W. L. Bridgman
W. L. Bridgman
Vice President

and C. A. Gardiner
C. A. Gardiner
Assistant Secretary

STATE OF COLORADO)
COUNTY OF ARAPAHOE) ss.

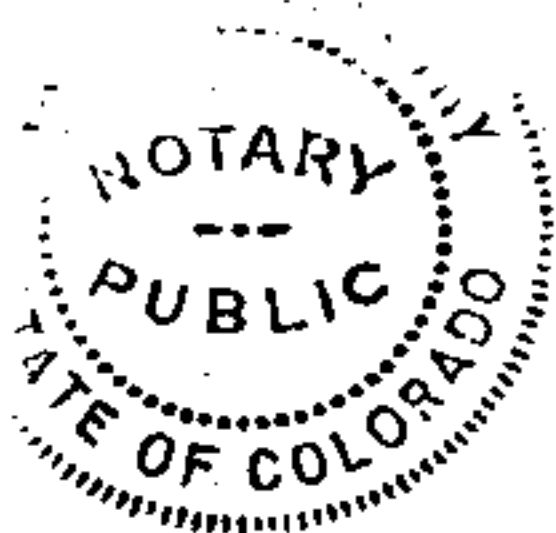
Before me, the undersigned authority in and for said County and State, personally appeared Chester B. Stone, Jr. and W. L. Bridgman, who, being by me first duly sworn, do depose and say that he is the Vice President, respectively, of KSRR Corporation and Southern Realty Resources, Inc. and that the foregoing statements contained in these articles are true, full and correct.

Chester B. Stone, Jr.
Chester B. Stone, Jr.

W. L. Bridgman
W. L. Bridgman

STATE OF COLORADO)
) ss.
COUNTY OF ARAPAHOE)

Subscribed and sworn to before me on the 11th day of December, 1984
in witness whereof I hereunto subscribe my name and attach the seal
of my office.



Randy V. Woolley
Notary Public

Address:

7000 S. Yosemite
Englewood, CO 80112

My commission expires:

October 15, 1988

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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 duplicate originals of Articles

of Merger merging Southern Realty Resources, Inc., an Alabama corporation, into
KSRR Corporation, a Kentucky corporation

duly signed and verified pursuant to the provisions of Section 10-2A-143, Code of Alabama, 1975, have been received in this office and are found to conform to law.

Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger merging
Southern Realty Resources, Inc. into KSRR Corporation

and attaches hereto a duplicate original of the Articles of Merger.



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 31, 1984

Date

A handwritten signature in cursive script, reading "Don Siegelman".

Don Siegelman

Secretary of State

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1985 JAN -7 PM 1:01

December 31, 1984

Thomas H. Thompson, Jr.
JUDGE OF PROBATE

12/31/84

Rec 25.00
Ind 1.00
26.00

Alan Piegelmeyer