

ARTICLES OF INCORPORATION

FOR

BENNETT INDUSTRIES OF ALABAMA, INC.

FIRST: I, Bennett R. McLawhorn whose post office address is 300 Cahaba Park South Suite 116, Birmingham, Alabama 35242 being at least eighteen (18) years of age, do hereby form a corporation, under and by virtue of the Alabama Business Corporation Act, by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

BENNETT INDUSTRIES OF ALABAMA, INC.

THIRD: The purpose for which the "Corporation" is formed are as follows:

(a) To operate the business of and engage in every aspect of the design, construction, marketing and sale of fine coal recovery systems, equipment and plants and all activities reasonably related thereto.

(b) To carry on any and all business, transactions and activities permitted by the Alabama Business Corporation Act, which may be deemed desirable by the Board of Directors of the Corporation, whether or not identical with or related to the business described in the foregoing paragraph(s) of this Article, as well as all activities and things necessary and incidental thereto, to the full extent empowered by such laws.

The foregoing enumeration of the purposes, objects and businesses of the "Corporation" is made in furtherance, and not in limitation, of the powers conferred upon the "Corporation" by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the "Corporation".

FOURTH: The post office address of the principal office of the "Corporation" in the State of Alabama is 300 Cahaba Park South, Suite 116 Birmingham, Alabama 35242. The resident agent of the "Corporation" is Bennett R. McLawhorn. Said resident agent is a citizen of the State of Alabama, and actually resides therein.

FIFTH: The total number of shares of stock which the "Corporation" has authority to issue is ONE thousand (1,000) shares with a par value of \$.01 per share, all of which shares are of one class and are designated common stock. The aggregate par value of all shares of stock of which the "Corporation" is authorized to issue is \$10.00 (ten dollars).

BOOK 044 PAGE 736

2350

SIXTH: The number of DIRECTORS* and STOCKHOLDERS of the "Corporation" shall initially be three (3). The names of the DIRECTORS/STOCKHOLDERS and their OWNERSHIP of stock shall be:

NAME	ADDRESS	SHARES
Bennett R. McLawhorn	5017 Kerry Downs Road Birmingham, A. 35242	100
Mary Sue Thompson Fortner	1705 Valpar Drive Hoover, Al. 35226	500
Debra E. Crump McLawhorn	5017 Kerry Downs Road Birmingham, Al. 35242	400

* The DIRECTORS may change pursuant to the BY-LAWS of the "Corporation".

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the "Corporation" and of the Directors and Stockholders.

(a) No contract or other transaction between this "Corporation" and any other corporation and no act of this "Corporation" shall in any way be affected or invalidated by the fact that any of the directors of this "Corporation" are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction or this "Corporation" provided that the fact that he or such firm is so interested shall be disclosed or shall have been made known to the Board of Directors or a majority thereof; and any director of this "Corporation" who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(b) The Board of Directors shall have the power, from time to time, 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 the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(c) The "Corporation" reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such changes of terms shall have been authorized by the holders of two-thirds of all of such stock at the time outstanding, by vote at a meeting or in writing with or without meeting.

(d) Notwithstanding to any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the "Corporation", or to be otherwise taken or authorized by vote of the stockholders, to the extent permitted by law such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(e) Unless otherwise provided by the Board of Directors, no holder of stock of any class shall be entitled to preemptive or other rights to subscribe for or purchase or receive any part of any new or additional issues of stock of any class of the "Corporation" or securities convertible into stock of any class of the "Corporation".

(f) To the fullest extent that the limitations on the liability of directors and officers are permitted by the Alabama Business Corporation Act, no director or officer of the "Corporation" shall have any liability to the "Corporation" or its stockholders for damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the "Corporation" whether or not such person is a director or officer at the time of any proceeding in which liability is asserted.

(g) The "Corporation" shall indemnify its officers and directors pursuant to and in accordance with the provisions of the Alabama Business Corporation Act as authorized in the specific case after a determination that indemnification of the person is proper in the circumstances made by a majority of the stockholders of the "Corporation".

signature page to follow

SIGNATURE PAGE

IN WITNESS WHEREOF, We have signed these Article of
Incorporation, this 17th day of JULY, 1991, and acknowledge
the same to our act.

Charmaine R. Galt
WITNESS

May L. Thompson Foster
INCORPORATOR

Lorna Craig
WITNESS

Bernita M. Patton
INCORPORATOR

Lorna Craig
WITNESS

Debra M. Hahn
INCORPORATOR

(NOTARY SEAL)

Cynthia A. Johnson
NOTARY SIGNATURE

8/23/93
Commission Expiration

STATE OF ALABAMA

I, Billy Joe Camp, 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, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Bennett Industries of Alabama, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Bennett McLawhorn, 300 Cahaba Park S., Birmingham, AL 35242 for a period of one hundred twenty days beginning July 29, 1991 and expiring November 27, 1991.

BOOK 044 PAGE 740



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.

July 29, 1991

Date

Billy Joe Camp

Secretary of State

INC-1

State of Alabama

Shelby

County

CERTIFICATE OF INCORPORATION OF

Bennett Industries of Alabama, 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 Bennett Industries Of Alabama, Inc., duly signed pursuant to the provisions 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 Bennett Industries of Alabama, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 2nd day of AUGUST, 19 91.

I CERTIFY THIS INSTRUMENT WAS FILED

91 AUG -2 PM 12:58

Judge of Probate

JUDGE OF PROBATE

Recd 35.00
Jud 3.00
38.00