

STATE OF ALABAMA)
COUNTY OF SHELBY)

**ARTICLES OF AMENDMENT
OF
EMPIRE COAL SALES, INC.**

The Articles of Incorporation of Empire Coal Sales, Inc. (the "Corporation") previously adopted by the Incorporator on December 12, 1991, and filed in the Office of the Judge of Probate of Shelby County, Alabama, on December 16, 1991, at Book 045 Pages 721 to 729, are hereby amended in accordance with Code of Alabama 1975, §10-2A-113, as follows:

- (1) The former name of the Corporation was:

Empire Coal Sales, Inc.

- (2) The amendment adopted is as follows:

- (a) Article I is amended, so as to read as follows:

"NAME OF CORPORATION"

"The name of the Corporation is HIGH LAND COAL SALES, INC."

- (3) The amendments were approved by the Board of Directors on January 21, 1992, and adopted by the Stockholders on January 21, 1992.

- (4) The total number of shares of the Corporation outstanding is 500 shares of common stock, each share being entitled to one vote on the amendments.

This Instrument Prepared By:
Edgar C. Gentle, III
Miller, Hamilton, Snider & Odom
1928 First Avenue North
Suite 1501 - Colonial Bank Building
Birmingham, Alabama 35203
Telephone: (205) 325-1530

Powell, Talley, Frederick

BOOK 046 PAGE 853

(5) The amendments were unanimously approved by the Stockholders, 500 shares voting for the amendments and zero shares voting against the amendments.

IN WITNESS WHEREOF, Empire Coal Sales, Inc., now becoming High Land Coal Sales, Inc., has executed this instrument by and through its President and Secretary as of January 21, 1992.

HIGH LAND COAL SALES, INC.

By: John C. Fay, Jr.
John C. Fay, Jr.
Its: President

ATTEST:

John C. Fay, Jr.
John C. Fay, Jr.
Its: Secretary

[S E A L]

STATE OF ALABAMA)
COUNTY OF Jefferson)

Before me, the undersigned Notary Public for the State of Alabama, County of Jefferson, personally appeared John C. Fay, Jr., who, being first duly sworn, makes oath that he is President of Empire Coal Sales, Inc., which is hereby becoming High Land Coal Sales, Inc., and duly authorized to make this verification, he has read the foregoing Articles of Amendment of said Corporation, and knows the contents thereof, and that he is informed and believes, and upon such information and belief, avers that the facts alleged therein are true and correct.

John C. Fay, Jr.
John C. Fay, Jr.
Affiant

GIVEN under my hand and seal of office
this 26th day of ^{march} January, 1992.

Jaqueline B. Hill
Notary Public

[S E A L]

My Commission Expires: 4/14/95

BOOK 046 PAGE 855

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:

High Land Coal Sales, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Charles A. Powell III, 2100 First Avenue North, Birmingham, AL 35203 for a period of one hundred twenty days beginning January 15, 1992 and expiring May 15, 1992.

BOOK 046 PAGE 856



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.

January 15, 1992

Date

A handwritten signature in dark ink, appearing to read 'Billy Joe Camp', written over a horizontal line.

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF AMENDMENT

OF

EMPIRE COAL SALES, INC. INTO HIGH LAND COAL SALES, INC.

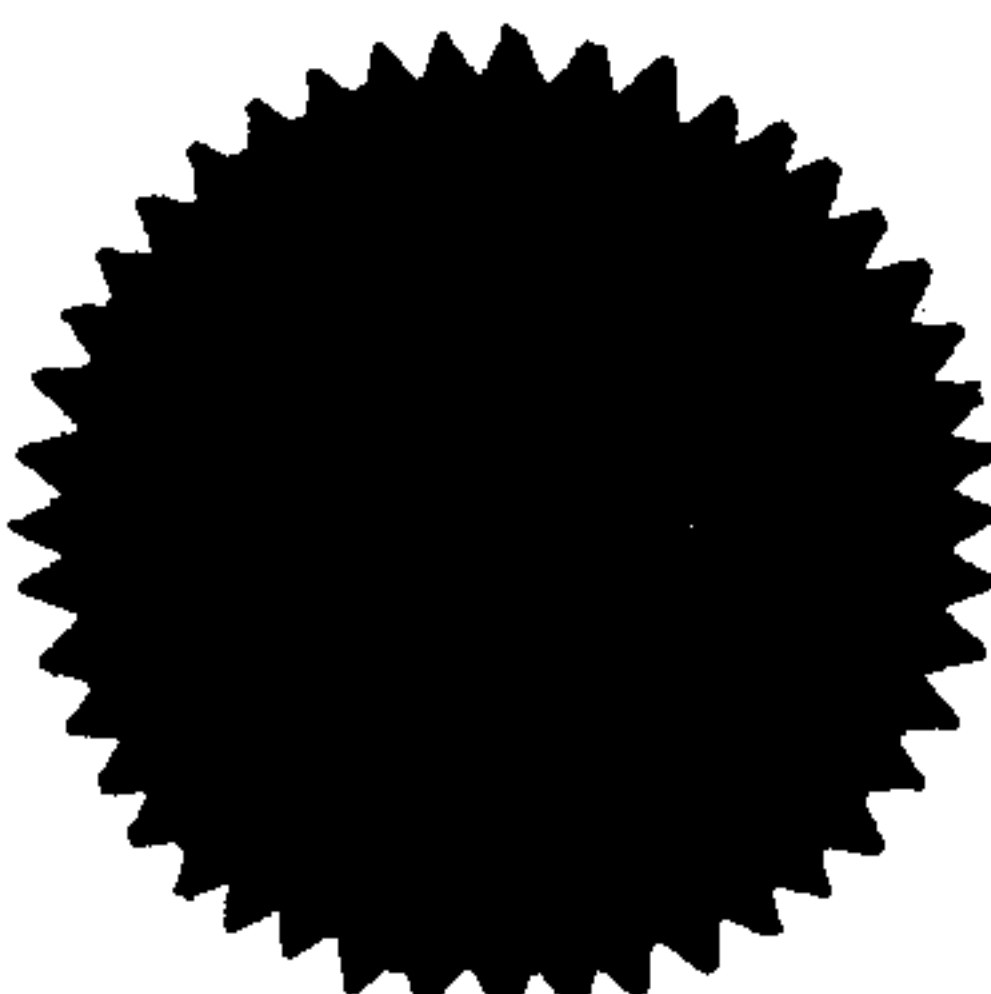
The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of AMENDMENT of EMPIRE COAL SALES, INC INTO HIGH LAND COAL SALES, INC. signed and verified pursuant to the provisions of Section 10-2A-113 of the Alabama Business Corporation 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 AMENDMENT of EMPIRE COAL SALES, INC. INTO HIGH LAND COAL SALES, INC. and attaches hereto a duplicate original of the Articles of AMENDMENT.

GIVEN Under My Hand and Official Seal on this the 9th day of APRIL, 19 92.

Thomas A. Snowden, Jr.

Judge of Probate



04/09/1992 3902
12:40 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 HCD 13.00

046 PAGE 857