

This Instrument Prepared By:
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STATE OF ALABAMA)
COUNTY OF SHELBY)

ARTICLES OF AMENDMENT
OF
HIGH LAND 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, and amended on January 21, 1992, and filed in the Office of the Judge of Probate of Shelby County, Alabama, on April 9, 1992, at Book 046 Pages 853 to 857, are hereby amended in accordance with Code of Alabama 1975, § 10-2A-113, as follows:

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

High Land 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 EMPIRE COAL SALES, INC."

- (3) The amendments were approved by the Board of Directors on June 16, 1992, and adopted by the Stockholders on June 16, 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.

- (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, High Land Coal Sales, Inc., now becoming Empire Coal Sales, Inc., has executed this instrument by and through its President and Secretary as of June 16, 1992.

HIGH LAND COAL SALES, INC.

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

ATTEST:

John C. Fay, Jr.
Its: Secretary

[SEAL]

STATE OF ALABAMA)
COUNTY OF _____)

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 High Land Coal Sales, Inc., which is hereby becoming Empire 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.
Affiant

GIVEN under my hand and seal of office this the 16 day of June, 1992.

James B. Carter
Notary Public

[SEAL]

My commission expires: Nov. 1995

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:

Empire Coal Sales, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Edgar C Gentle III, 1928 First Avenue North, Birmingham, AL 35203 for a period of one hundred twenty days beginning November 2, 1992 and expiring March 3, 1993.



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.

November 2, 1992

Date

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF AMENDMENT

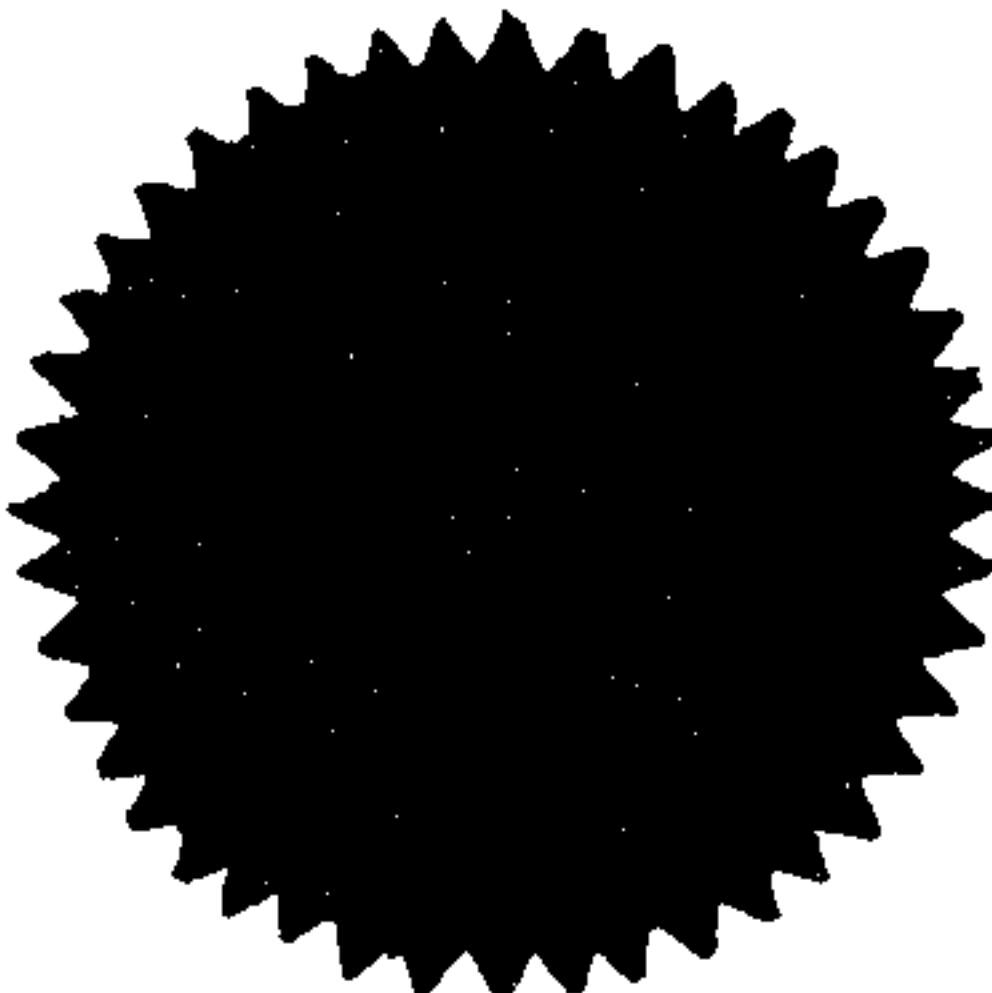
OF

HIGH LAND COAL SALES, INC. INTO EMPIRE 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 HIGH LAND COAL SALES, INC INTO EMPIRE COAL SALES, INC., duly 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 HIGH LAND COAL SALES, INC. INTO EMPIRE COAL SALES, INC., and attaches hereto a duplicate original of the Articles of AMENDMENT.

GIVEN Under My Hand and Official Seal on this the 2nd day of NOVEMBER, 19 92.



Thomas A. Snowden Jr.

Judge of Probate

Inst # 1992-25423

11/02/1992-25423
01:30 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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