

ARTICLES OF INCORPORATION

OF

MCDUFF, INC.

The undersigned, for the purpose of forming a corporation under the Alabama Business Corporation Act, hereby adopt the following Articles of Incorporation;

ARTICLE ONE

NAME

The name of the corporation is **MCDUFF, INC.**

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purposes for which the corporation is organized are to engage in the management, leasing, control, investment of real estate for the purpose of mining and/or having said real estate mined for coal and/or other minerals; and to engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act.

ARTICLE FOUR

REGISTERED OFFICE

4.01. The street address of the initial registered office of the corporation is **3833 Bluesprings Road, Wilsonville, AL 35186.**

4.01. The initial registered agent at that address is **Ken McDuff.**

ARTICLE FIVE

CAPITAL STOCK

The total number of share that the corporation has authority to issue is **100** shares of common stock with a par value of **One Dollar (\$1.00)** per share.

07/15/1994-22251
01:09 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MCD 90.00

Inst # 1994-22251

J. Kramer

The number of shares subscribed shall be 96 and the name and address of the subscribers to the capital stock are as follows:

<u>Name</u>	<u>Number of Shares</u>
Ken McDuff	16
Jewell Sumarel	16
Linda Herren	16
Bob McDuff	16
Nell Westbrooks	16
Alma Gulsby	16

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial Board of Directors shall be the same number as the number of persons listed in this Article Six. The names and addresses of the persons constituting the initial Board of Directors and who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify, are as follows:

Ken McDuff	3833 Bluesprings Road, Wilsonville, AL 35186
Jewell Sumarel	2830 MicMac Drive, N.E., Birmingham, AL 35215
Linda Herren	11791 Grand Oak Circle, Cottondale, AL 35453
Bob McDuff	Rt.8, Box 148, Florence, AL 35630
Nell Westbrooks	P.O. Box 21, Upland, IN
Alma Gulsby	400 Howard Hill Drive, Wilsonville, AL 35186

ARTICLE SEVEN

INCORPORATORS

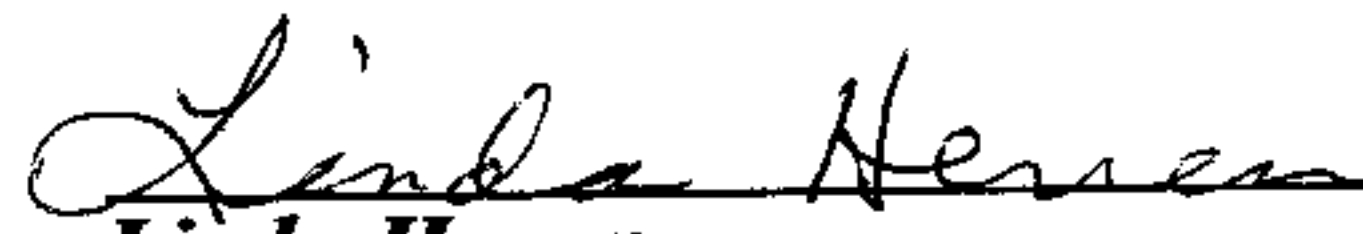
The names and addresses of the incorporators are:

Ken McDuff	3833 Bluesprings Road, Wilsonville, AL 35186
Jewell Sumarel	2830 MicMac Drive, N.E., Birmingham, AL 35215
Linda Herren	11791 Grand Oak Circle, Cottondale, AL 35453
Bob McDuff	Rt.8, Box 148, Florence, AL 35630
Alma Gulsby	400 Howard Hill Drive, Wilsonville, AL 35186

We, the undersigned, have subscribed our names this the ____ day of June, 1994.


Ken McDuff, President


Jewell Sumerel, Secretary


Linda Herren


Bob McDuff


Alma Gulsby

STATE OF ALABAMA

I, Jim Bennett, 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:

McDuff, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of James Kramer, P O Box 1012, Alabaster, AL 35007 for a period of one hundred twenty days beginning June 23, 1994 and expiring October 22, 1994.



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.

June 23, 1994

Date

A handwritten signature in cursive script that reads 'Jim Bennett'.

Jim Bennett

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

MCDUFF, 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 MCDUFF, 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 MCDUFF, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 15 day of

JULY, 19 94

Thomas A. Snowden, Jr.

Judge of Probate

Inst # 1994-22251

07/15/1994-22251
01:09 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MCD 90.00

