

STATE OF ALABAMA }
 :
COUNTY OF SHELBY }

**ARTICLES OF AMENDMENT
OF
HIGH LAND SALES, INC.**

The Articles of Incorporation of High Land Sales, Inc. (the "Corporation") previously adopted by the Incorporator on June 17, 1992, and filed in the Office of the Judge of Probate of Shelby County, Alabama, on June 18, 1992, instrument number 1992-11534, are hereby amended in accordance with the Code of Alabama 1975, §10-2B-10.03, as follows:

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

HIGH LAND SALES, INC.

- (2) The following amendment was approved by the sole Director of the Corporation and adopted by the sole shareholder of the Corporation on August 21, 1995:

- (a) Article I of the Articles of Incorporation of High Land Sales, Inc. is amended, so as to read as follows:

NAME OF CORPORATION

The name of the Corporation shall be:

High Land Mining Company, Inc.

Inst # 1995-24174

09/01/1995-24174
10:05 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 HCD 35.00

(3) The total number of shares of the Corporation outstanding on August 21, 1995 was 500 shares of common stock, each share being entitled to one vote on the amendment.

(4) The amendment was unanimously approved by the sole Shareholder of the Corporation with 500 shares voting for the amendment and zero shares voting against the amendment.

IN WITNESS WHEREOF, High Land Sales, Inc., now becoming High Land Mining Company, Inc., has executed this instrument by and through its President and Secretary as of August 21, 1995.

HIGH LAND SALES, INC.

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

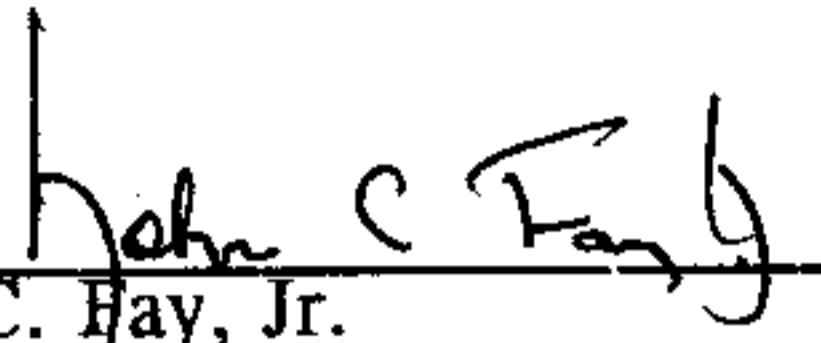
ATTEST:

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 and the Secretary of High Land Sales, Inc., which is hereby becoming High Land Mining Company, 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
the day and year aforesaid.



NOTARY PUBLIC

[S E A L]

My Commission Expires: 9/17/98

THIS INSTRUMENT PREPARED BY:

Deborah A. Pickens
GENTLE, PICKENS & LANDON
1928 First Avenue North
Suite 1500 - Colonial Bank Bldg.
Birmingham, Alabama 35203
(205) 716-3000

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 10-2B-4.02, 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 Mining Company, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Deborah Pickens, 1928 First Ave North, Birmingham, AL 35203 for a period of one hundred twenty days beginning August 16, 1995 and expiring December 15, 1995.



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.

August 16, 1995

Date

A handwritten signature in dark ink, appearing to read 'Jim Bennett', is written over a horizontal line.

Jim Bennett

Secretary of State

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