

ARTICLES OF INCORPORATION
OF

CAHABA COAL ENGINEERING AND LAND SURVEYING, INC.

The undersigned, acting as incorporator of a corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is CAHABA COAL ENGINEERING AND LAND SURVEYING, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are as follows:

(a) To provide engineering and land surveying services particularly in coal mining and other mineral related operations;

(b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping and other services of every nature, kind and character, which a corporation may legally render;

(c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;

(d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;

(e) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(g) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(h) To transact any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) per share.

FIFTH: The address of the initial registered office of the corporation is 1051 Oak Mountain Drive, Pelham, Alabama 35124, and the name of its initial registered agent at such address is Leslie G. Stephens.

SIXTH: The number of directors constituting the initial board of directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Jimmie R. Ryan	2300 Highway 119 S Montevallo, Alabama 35115

Duane Stranahan, Jr.

4001 Tamiami Trail N.
Suite 390
Naples, Florida 33940

SEVENTH: The names and addresses of the incorporators
are:

<u>Name</u>	<u>Address</u>
John F. De Buys, Jr.	420 North 20th Street Suite 3100 Birmingham, Alabama 35203

EIGHTH: No shareholder of the corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right any shares of stock, or other securities convertible into stock, of the corporation which it may issue, or sell, whether out of the number of shares thereof now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares of stock or other securities may be issued or disposed of by the board of directors to such persons and upon such terms as in its absolute discretion it may deem advisable.

DATED: December 28, 1995.



John F. De Buys, Jr.
Incorporator

This document prepared by: John F. De Buys, Jr., Esq.
Burr & Forman
420 20th Street N., Suite 3000
Birmingham, Alabama 35203

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:

Cahaba Coal Engineering and Land Surveying, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Christy Floyd, PO Box 830719, Birmingham, AL 35283-0719 for a period of one hundred twenty days beginning December 28, 1995 and expiring April 27, 1996.



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.

December 28, 1995

Date

Jim Bennett

Jim Bennett

Secretary of State

Inst # 1995-37230

12/29/1995-37230
08:27 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MCD 90.00