

**ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 10-2B-14.03 OF THE
CODE OF ALABAMA (1975)
OF
COAL HANDLING AND PROCESSING, INC.
(the "Corporation")**

Pursuant to the provisions of Section 10-2B-14.03 of the Code of Alabama (1975), as amended, the undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

FIRST: The name of the Corporation is Coal Handling and Processing, Inc.,

SECOND: The dissolution of the Corporation was proposed and authorized by a Unanimous Written Consent of the Shareholders on the 23rd day of October, 1997.

THIRD: A Unanimous Written Consent of Shareholders, pursuant to Section 10-2B-14.02(f) of the Code of Alabama (1975) as amended, authorizing the voluntary dissolution of the Corporation was executed on the 23rd day of October, 1997, a copy of which is attached hereto as Exhibit A.

FOURTH: These Articles of Dissolution shall become effective upon the filing thereof with the Judge of Probate of Shelby County.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Dissolution to be executed by its duly authorized officer this 23rd day of October, 1997.

COAL HANDLING AND PROCESSING, INC.

By: _____

Himmie R. Ryan, President

This document was prepared by:

Gene T. Price
Burr & Forman LLP
3100 SouthTrust Tower
420 North 20th Street
Birmingham, Alabama 35203
(205) 251-3000

Inst # 1997-34602

**10/24/1997-34602
10:32 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 NCD 30.00**

**UNANIMOUS WRITTEN CONSENT
OF THE SHAREHOLDERS
OF
COAL HANDLING AND PROCESSING, INC.**

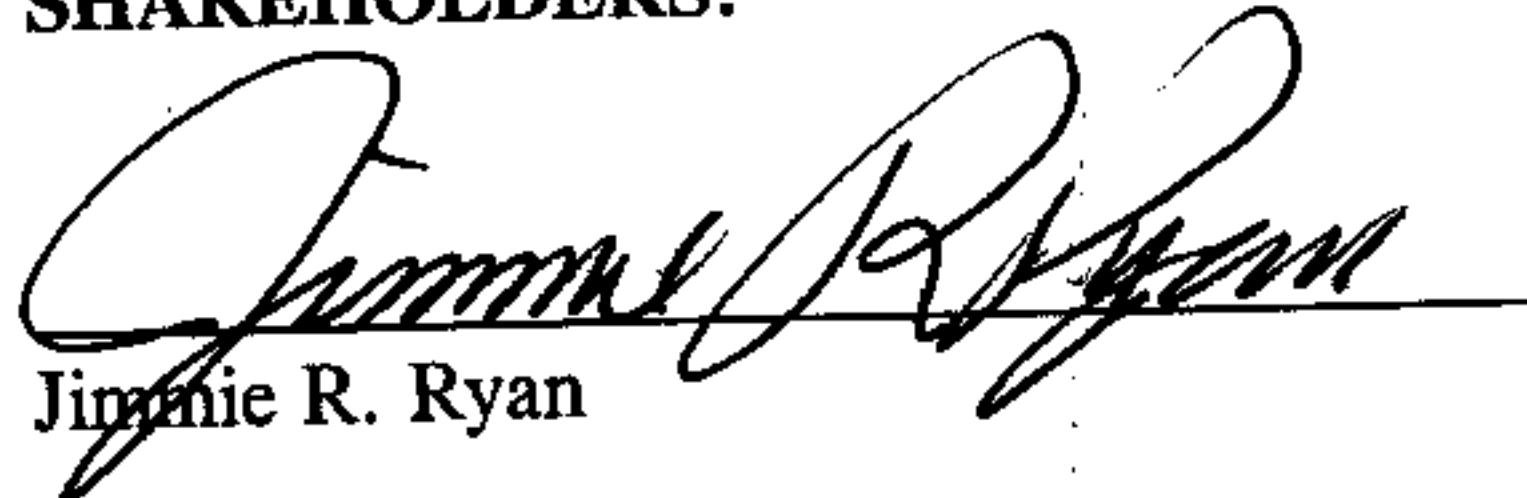
Pursuant to Section 10-2B-14.02(f) of the Code of Alabama (1975) as amended, the undersigned, being the shareholder of the issued and outstanding stock of Coal Handling and Processing, Inc. (the "Corporation"), hereby (i) consents to taking this action without a meeting, (ii) adopts the following resolutions as the action of the Shareholders of the Corporation in lieu of a meeting, and (iii) directs that this written consent be filed with the minutes of the proceedings of the Corporation:

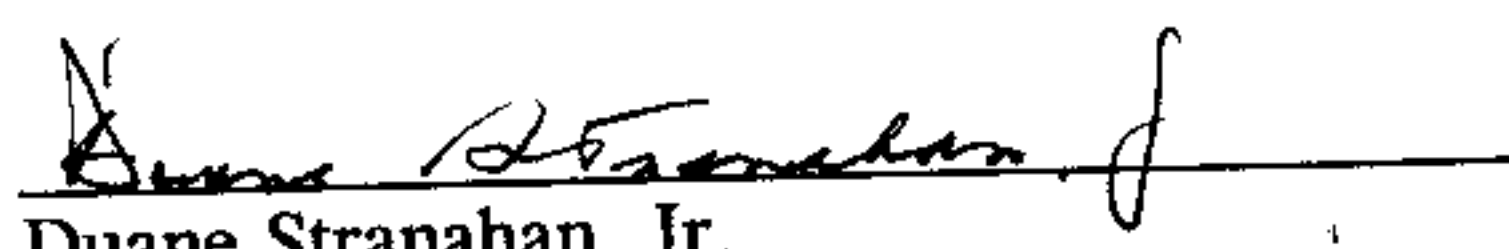
RESOLVED, that this Corporation be dissolved, and that the Chairman of the Board, President or any Vice President and the Secretary or any Assistant Secretary be and hereby are, authorized, directed, and empowered to execute for and on behalf of the Corporation, and file with the Probate Judge of Shelby County, Alabama, Articles of Dissolution together with a copy of this written consent.

RESOLVED, that the proper officers of the Corporation are hereby authorized and directed to execute any and all instruments and documents to carry into effect the full intent of the foregoing resolution.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of the 23rd day of October, 1997.

SHAREHOLDERS:


Jimmie R. Ryan


Duane Stranahan, Jr.

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