

This Instrument Prepared By:
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Johnston Barton Proctor & Powell LLP
2900 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, Alabama 35203-2618

Inst # 1999-24396

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HIGHLAND COKE COMPANY, INC.**

Highland Coke Company, Inc., an Alabama corporation (the "corporation"), submits the following information required by Ala. Code § 10-2B-10.06:

1. The name of the corporation is "HIGHLAND COKE COMPANY, INC."
2. The Articles of Incorporation of the corporation are hereby amended by changing the name of the corporation to "EMPIRE COAL SALES, INC."
3. Said amendment was duly approved by the sole director and sole stockholder of the corporation as of June 7, 1999, as required by Ala. Code. § 10-2B-10.03.
4. (a) The number of shares of capital stock of the corporation outstanding and entitled to vote at the time of such adoption was 500 shares of common stock.
(b) The number of shares voted for said amendment was 500 and the number of shares voted against was 0.

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name and on its behalf by its duly authorized President, on this 7th day of June, 1999.

HIGHLAND COKE COMPANY, INC.

By: John C. Fay, Jr.

John C. Fay, Jr., its President

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:

Empire Coal Sales, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Kim Harrison, 1901 6th Ave North Ste 2900, Birmingham, AL 35203 for a period of one hundred twenty days beginning May 28, 1999 and expiring September 26, 1999.



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.

May 28, 1999

Date

Jim Bennett

Jim Bennett

Secretary of State

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06/10/1999-24396
11:13 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MMS 35.00