

ARTICLES OF ORGANIZATION OF CAHABA CONTRACTING & RECLAMATION, L.L.C.

Pursuant to the Provisions of Sections 10-12-1, *et seq.* of the *Code of Alabama* (1975), the undersigned hereby adopt the following Limited Liability Company Articles of Organization.

ARTICLE I

Name

The name of the limited liability company is Cahaba Contracting & Reclamation, L.L.C. (the "Company").

ARTICLE II

Duration

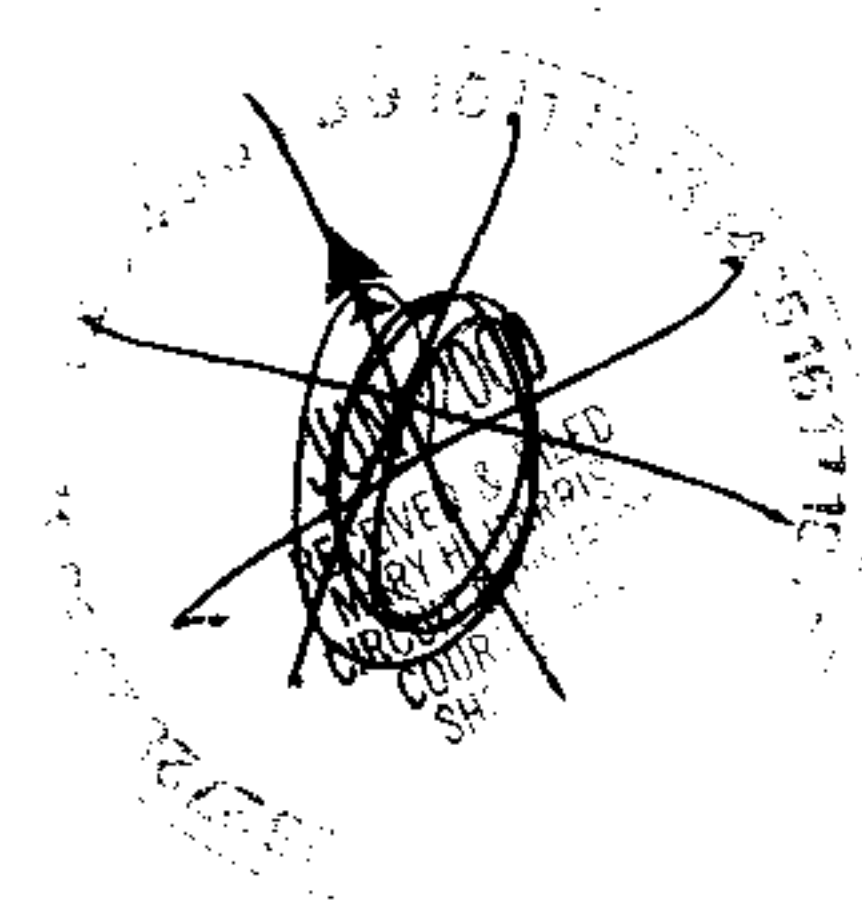
The Company shall have a perpetual duration.

ARTICLE III

Purposes

The purposes for which the Company is formed are:

- (a) To operate as a contractor for the purpose of engaging in excavation, reclamation and other activities related to the business of mining reclamation and to do all lawful things related to and in furtherance of those purposes.
- (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 it 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



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and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, limited liability companies, 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 engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

ARTICLE IV

Registered Office; Registered Agents

The location and street address of the initial registered office of the Company shall be 2477 Valleydale Road, Suite B3, Birmingham, Alabama, 35244 and its registered agents at such address shall be Victoria Lewis and Amy E. Lewis.

ARTICLE V

Initial Members

The name and address of the initial members are:

Victoria Lewis	-	2477 Valleydale Road, Suite B3, Birmingham, Alabama 35244
Amy E. Lewis	-	2477 Valleydale Road, Suite B3, Birmingham, Alabama 35244
Thomas A. Lewis	-	2477 Valleydale Road, Suite B3, Birmingham, Alabama 35244
Robert A. Lewis	-	2477 Valleydale Road, Suite B3, Birmingham, Alabama 35244

ARTICLE VI

Membership Interest

The percentage of each member's allocated interest is as follows:

Victoria Lewis	-	33 1/3 %
Amy E. Lewis	-	33 1/3 %
Thomas A. Lewis	-	16 2/3 %
Robert A. Lewis	-	16 2/3 %

ARTICLE VII

Admission of Additional Members

Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be as set forth in the Company's Operating Agreement.

ARTICLE VIII

Continuation of Business

The Company may be reconstituted and the business of the Company may be continued following an event of dissociation which terminates the membership of a member of the Company if (i) there is at least one remaining member, and (ii) the business of the Company is continued by the written consent of all of the remaining members within 90 days after the occurrence of the event of dissociation.

ARTICLE IX

Managers


The names and addresses of the managers of the Company, and who shall serve until their successors are elected and qualify, are:

Victoria Lewis - 2477 Valleydale Road, Suite B3, Birmingham, Alabama 35244

Amy E. Lewis - 2477 Valleydale Road, Suite B3, Birmingham, Alabama 35244

IN WITNESS WHEREOF, these Articles have been subscribed as of the 30th day of May, 2000 by the undersigned members, who affirm that the statements made herein are true under the penalties of perjury.


Victoria Lewis, Member


Amy E. Lewis, Member


Thomas A. Lewis, Member


Robert A. Lewis, Member

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