

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF INCORPORATION

I, FRANCES JONES MILLS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

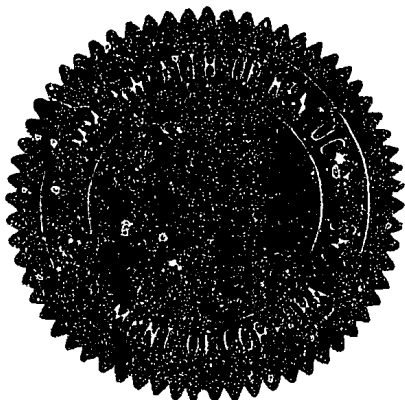
BATUR CORPORATION

whose initial agent for process is GARY BAYS

602 CAROL MALONE

and whose address is GRAYSON, KENTUCKY 41143

duly signed according to law, have been filed in my office. I further certify that all taxes, fees and charges payable upon the filing of said Articles of Incorporation have been paid.



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of State, at Frankfort, Kentucky, this 22ND
day of DECEMBER 1972

Frances Jones Mills
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

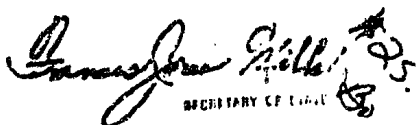
ARTICLES OF INCORPORATION
OF
BATUR CORPORATION

DEC 22 1982

SECRETARY OF STATE
RECEIVED

DEC 22 1982

COMMONWEALTH OF KENTUCKY


SECRETARY OF STATE

FIRST: The name of the Corporation is BATUR CORPORATION.

SECOND: The registered office of the Corporation in the Commonwealth of Kentucky is located at 602 Carol Malone Blvd. Grayson, Kentucky 41143. The name of its registered agent at such address is Gary Bays. The principle place of business of the Corporation is 602 Carol Malone, Grayson, Kentucky 41143.

279678

THIRD: The nature of the business, the purpose to be conducted or promoted are:

1. To engage in the business of strip mining, purchasing, acquiring, owning, leasing, subleasing and operating facilities commonly referred to as strip mining sites for the purposes of selling coal so stripped from any of such sites in the Commonwealth of Kentucky.

2. To purchase or otherwise acquire, manufacture, produce, transport, sell, market at wholesales or retail or otherwise dispose of, import, export, distribute, provide and deal in and with, whether as principal or agent, or through other contractors, distributors or otherwise, merchandise, materials, equipment and services of every kind and description, whether now known or hereafter discovered or invented, and to engage in and participate in any industrial, manufacturing, mining or mercantile business of any kind or character whatsoever.

3. To operate, manage, supervise or control all or part of the business and property of any corporations, association, firm or entity, or to take therein; to make, enter into, perform and carry out contracts and agreements of every kind and description, including but not limited to joint ventures and reciprocal concession, with any person, corporation, firm, association, partnership, syndicate, trustee, or government or subdivision thereof, provided that the business or transaction engaged in pursuant to such contract or agreement is one which the Corporation is authorized to carry on or engage in by these Article of Incorporation or by the laws of the Commonwealth of Kentucky.

4. To acquire by purchase, exchange, lease, concession, condemnation or power of eminent domain, or otherwise; to own, hold, use, invest in, develop and operate; and to sell, assign, lease, transfer, convey, exchange, mortgage, pledge or otherwise dispose of or deal in and with, real and personal property of every class or description and all rights and privileges therein, wheresoever situate, which may be useful in the conduct of the business of the Corporation.

5. To develop, apply for, obtain, register, lease, take licenses in respect of, purchase or otherwise acquire, and to hold, own, use, operate, enjoy grant licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge or otherwise dispose of any and all inventions, devices, formulate, process, improvements and modifications thereof, letters patent and all rights connected therewith or appertaining thereunto, copyrights, trademarks, trade names, trade and business secrets, trade symbols, and other indications of origin and ownership, franchises, licenses,

grants and concession granted by or recognized under the laws of the United States of America or of any State or subdivision thereof or of any other country or subdivision thereof, necessary, proper, convenient or advantageous in connection with the business of the Corporation.

6. To acquire by purchase, exchange or otherwise all, or any part of, or any interest in, the properties, assets, business and good will of any one or more person, firms, associations or corporation; to pay for the same in cash or property or stock obligations of the Corporation or otherwise; to hold, own, operate, reorganize, liquidate, sell dispose of the whole or any part thereof subject to the laws of the Commonwealth of Kentucky and in connection therewith, to assume or guarantee performance of any liabilities, obligations or contracts of such person, firms, associations or corporations, and to conduct the whole or any part of any business thus acquired.

7. To organized or cause to be organized under the laws of any state, district, territory, nation, colony, province or government, a corporation or corporations for the purpose of transacting, promoting or carrying on any or all the objects or purpose for which the Corporation is organized, and to dissolve, wind up, liquidate, reorganize, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, reorganized, merged or consolidated.

8. To subscribed for, purchase or otherwise acquire, and to hold, mortgage, pledge, sell, assign, transfer, exchange or otherwise dispose of securities in private offerings only; to pay for the same in cash, property or securities, or any combination thereof; and to exercise, as owner or holder of any securities, or any combination thereof; and to exercise, as owner or holder of any securities, any and all rights, powers and privileges in respect thereof; and to exercise, as owner or holder of any securities, any and all rights, powers and privileges in respect thereof. The term "securities" as used in these Articles of Incorporation includes without limitation of the generality of foregoing, shares of stock, bonds, debentures, notes, mortgages or other evidences of indebtedness and certificates, receipts or other instruments representing rights to receive, purchase or subscribe for the same, or representing any other rights or interest therein or in any property or assets created or issued by any person, firm, association or corporation or government or subdivision thereof.

9. To borrow or raise money for any of the objects or purpose of the Corporation, without limit as to amount, including, without in any way limiting the generality of the foregoing, the acquisition of property by conditional sale agreement or other title retention or security arrangement involving deferral of the purchase price; to issue, sell, exchange or otherwise dispose of its own securities in such amounts, on such terms and conditions, for such purpose and for such consideration, now or hereafter permitted by the laws of the Commonwealth of Kentucky and these Articles of Incorporation, as the Board of Directors of the Corporation may determine; and to secure such securities, to the extent now or hereafter permitted by the laws of said State and by these Articles of Incorporation, and as the Stockholders may determine, by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets, contract rights, business and good will of the Corporation then owned or thereafter acquired.

10. To the extent now or hereafter permitted by the laws of the Commonwealth of Kentucky to advance or lend money to (with or without interest or security) and to aid by endorsement, guarantee or payment or performance, or otherwise, any corporation, association, firm, entity, government, or individual any of the securities of which shall have been acquired or contracted for by the Corporation, or any of its wholly-owned subsidiaries, or in which or in whom or in the business of which or whom the Corporation or any of its wholly-owned subsidiaries shall have any interest, direct or indirect, including but not limited to the power to guarantee the performance of any undertaking or obligation for the payment of dividends on stocks or shares, or the performance of sinking fund or other obligations of any securities.

11. To carry out any of or all the foregoing purposes to the same extent and as fully as natural persons could do; and as principal or agent and alone or with associates; and to execute from time to time such general or special powers of attorney to such person or persons as it may determine, granting such persons or persons such powers as it may deem proper, and to revoke such powers of attorney as and when it may desire.

12. To such extent as a corporation organized under the Revised Statutes of the Commonwealth of Kentucky, may now or hereafter lawfully do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purpose or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties; and in general to engage in any lawful act or activity for which corporations may be organized under the laws of the Commonwealth of Kentucky.

The foregoing provisions of this Article THIRD shall be construed as purposes, objects and powers and each as an independent purpose, object and power. The foregoing enumeration of specific purposes, objects and powers shall not be held to limit or restrict in any manner the purposes, objects and powers of the Corporation, and the purposes, objects and powers herein specified shall, except as otherwise provided in this Article THIRD, be in no wise limited by reference to, or inference from, the terms of any provisions of this or any other Article of these of Incorporation.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is FIVE HUNDRED (500) shares of Common Stock, without par value.

FIFTH: The holders of the Common Stock shall, as such, have the right, pro rata, according to their total respective holdings of Common Stock and on such terms and conditions as the Board of Directors may determine, to purchase or subscribe for any of the authorized but unissued shares of Common Stock which the Corporation may hereafter issue; provided, however, that any such right to purchase or subscribe for any such shares of Common Stock or any such obligation shall be nontransferable.

SIXTH: The Corporation shall have perpetual existence.

SEVENTH: The incorporator is Gary Bays, whose address is 602
Carol Malone Blvd. Grayson, Kentucky 41143.

EIGHTH: The business affairs of the Corporation shall be managed by the Board of Directors, and the Directors need not be elected by ballot unless required by the by-laws of the Corporation.

NINTH: The names of the persons who are to serve as Directors of the Corporation until the first annual meeting of the Stockholders, or until their successors are elected and qualify, and their mailing addresses are as follows: Gary Bays, 602 Carol Malone Blvd. Grayson, Kentucky 41143, Preston Turner 403 West Main Street Apt. 4 Grayson, Kentucky 41143.

TENTH: Subject to the restriction that the number of Directors shall not be less than One (1), or such larger number as from time to time may be required by the laws of the Commonwealth of Kentucky the number of Directors may be fixed from time to time by the by-laws of the Corporation.

ELEVENTH: The private property of the Stockholders of the Corporation shall not be subject to the payment of any of the debts or liabilities of the Corporation.

TWELFTH: The Corporation reserves the right to amend and repeal any provision contained in these Article of Incorporation in the manner prescribed by the laws of the Commonwealth of Kentucky. All rights herein conferred are granted subject to this reservation.

I, The Undersigned, being the incorporator, for the purpose of forming a corporation under the laws of the Commonwealth of Kentucky do make and file these Articles of Incorporation, do certify that the facts herein stated are true and, accordingly, have hereto set my seal this 21st day of December, A.D. 1982.


GARY BAYS

This instrument was prepared by:

Gary Bays

P.O. Box 63

Grayson, Kentucky 41143