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SECRETARY OF STATE
KENTUCKY

ARTICLES OF DISSOLUTION OF
SPRINGFIELD COAL, INC.
Company

I, Jimmy Hamilton, President of Springfield Coal, Inc., a Kentucky corporation, having been directed to wind up and dissolve the said corporation by a unanimous vote of the shareholders, do hereby certify that:

FIRST. The name of the corporation is Springfield Coal, Inc.
Company

SECOND. The Board of Directors authorized dissolution on December 22, 1995. The shareholders then approved the dissolution of Springfield Coal, Inc., by unanimous consent of all outstanding votes on December 22, 1995.
Company

THIRD. These Articles of Dissolution shall be effective as of the date of filing.

IN TESTIMONY WHEREOF, I, Jimmy Hamilton, President of Springfield Coal, Inc., acting for and on behalf of said corporation having hereunto subscribed my name to be hereunto affixed this 22nd day of December, 1995.
Company

SPRINGFIELD COAL, INC.
Company

BY: *Jimmy Hamilton* - by: *Jimmy Hamilton*
JIMMY HAMILTON, PRESIDENT
(Power of Atty)


SUBSCRIBED AND SWORN to before me by Jimmy Hamilton,
President of Springfield Coal, Inc., this 22nd day of
December, 1995.

My commission will expire 14 Feb 99.



NOTARY PUBLIC, State at Large

Prepared by:



J. TIMOTHY COCANOUGHER
MATTINGLY, SIMMS & COCANOUGHER
Attorneys at Law
108 West Main Street
Springfield, KY 40069
(606) 336-3901

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JIMMY CLERK

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GENERAL POWER OF ATTORNEY

WASHINGTON CO. KY

BY _____

I, JAMES E. HAMILTON, also known as Jimmy Hamilton, whose business address is P.O. Box 266, Springfield, Kentucky 40069, hereby constitute and appoint MARILYN SMITH, whose business address is P.O. Box 266, Springfield, Kentucky 40069, my true and lawful attorney-in-fact, with full power for me and in my name, place and stead, in her sole discretion, to transact, handle and dispose of all matters affecting me and/or my estate in any possible way. Without limiting or derogating from this general power, I specifically authorize my attorney-in-fact for me and in my name, place and stead, in her sole discretion, to make contracts; to manage, lease, sell or convey any real or personal property that I may now or hereafter own; to receive and receipt for any money or dividends which may now or hereafter be due to me; to retain and release all liens on real or personal property; to draw, make and sign in my name any and all checks, contracts or agreements; to invest or reinvest my money for me; to institute or defend suits concerning my property or rights; to file all tax returns (including, without limitation, state and federal income tax returns); to transact any and all business for me with any bank, savings and loan association or stockbroker; to endorse checks or drafts made payable to me; to enter all safe deposit boxes; and generally to do and perform for me and in my name all that I might do if present.

This general power of attorney shall not be affected by my disability as principal.

This general power of attorney shall remain in effect until revoked by me in writing.

I hereby adopt and ratify all of the acts of my said attorney done in pursuance of the power hereby granted, as fully as if I were acting in my own proper person.

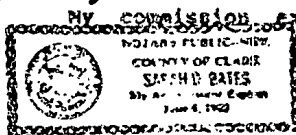
IN TESTIMONY WHEREOF, WITNESS my signature this 21 day of January, 1982.


JAMES E. HAMILTON

State of Nevada
COMMONWEALTH OF KENTUCKY)
COUNTY OF WASHINGTON) 58

I, a Notary Public in and for the *State* Commonwealth and County aforesaid, do certify that the foregoing General Power of Attorney was this day produced to me by James E. Hamilton, and acknowledged by him to be his free act and deed.

WITNESS my hand and seal of office this 21st day of January, 1982.



Sarah D. Bates
Notary Public

THIS INSTRUMENT WAS PREPARED BY
Francis J. Mellen Jr.
FRANCIS J. MELLEN, JR.
WYATT, TAMMANT & COMBS
TWENTY-EIGHTH FLOOR CITIZENS PLAZA
LOUISVILLE, KY. 40202

STATE OF KENTUCKY
COUNTY OF WASHINGTON SCT:

I, A. H. Robertson, Clerk of the County and State aforesaid, do hereby certify that the foregoing POWER OF ATTORNEY from JAMES E. HAMILTON to MARILYN SMITH, was duly lodged for record in my office at 2:51 P.M., on the 5th day of February, 1982, and that I have recorded the same, together with the foregoing and this certificate in Deed Book 148, page 091.

Given under my hand and seal of office, this the 12th day of February, 1982.

A. H. Robertson, Clerk
Washington County Court

By: *A. H. Robertson* d.c.