

G28078

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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DISSOLUTION

OWENSBORO COAL DOCK, INC.

Certificate of Status	1
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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 28, 2000

RECEIVED
00 APR 28 PM 4:33
DIVISION OF CORPORATIONS

OWENSBORO COAL DOCK, INC.
P O BOX 23305
NASHVILLE, TN 37202

SUBJECT: OWENSBORO COAL DOCK, INC.
REF: G28078

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Darlene Connell
Corporate Specialist

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Letter Number: 100A00023493

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H000000213991

OWENSBORO COAL DOCK, INC.
ARTICLES OF DISSOLUTION

OWENSBORO COAL DOCK, INC., a Florida corporation, executes the following articles of dissolution pursuant to section 607.1403 of the Florida Business Corporation Act:

FIRST: The name of the corporation is OWENSBORO COAL DOCK, INC. (the "Company").

SECOND: The shareholders of the company authorized to vote thereon approved the dissolution of the company on April 24, 2000 to be effective on April 28, 2000.

THIRD: The number of votes cast by the shareholders of the company for dissolution was sufficient for approval of that action.

EXECUTED: April 26, 2000

OWENSBORO COAL DOCK, INC.

By: Fred J. Cassetty

Fred Cassetty

As: President

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TALLAHASSEE, FLORIDA

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OWENSBORO COAL DOCK, INC.

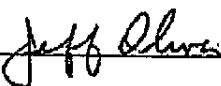
Resolution for Special Shareholders Meeting

RESOLVED, that the attached Plan of Liquidation and Dissolution is hereby approved; and

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs consistent with the Plan of Liquidation and Dissolution pursuant to the Special Meeting of Shareholders held on April 24, 2000

Date: April 26, 2000.

OWENSBORO COAL DOCK, INC.
a Florida corporation

_____

By: Jeff Oliver
As: Secretary

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PLAN OF LIQUIDATION AND DISSOLUTION

The following constitutes a Plan of Liquidation and Dissolution of Owensboro Coal Dock, Inc. (the "Corporation"), a Florida corporation.

1. Attached to this Plan is a balance sheet of the Corporation as of March 31, 2000, with the Corporation's fixed assets valued at their appraised fair market value as of March 31, 2000. The balance sheet indicates that the Corporation's liabilities exceed its assets.
2. The Corporation has only one creditor, namely Alley-Cassette Coal Company, to which the Corporation owes the sum of \$440,298 (the "Debt"). The Corporation will convey all of its current and fixed assets at or above their appraised value, according to the appraisal by an independent appraiser in exchange for a discharge of any further liability or obligation on account of the Debt.
3. Upon such distribution, the Corporation will proceed to dissolve under Florida law. Given that the Corporation will have no assets after payment of its liabilities, the shares held by the Corporation's preferred and common shareholders will be cancelled for no consideration.
4. The liquidation of the Corporation for tax and business purposes and the dissolution of the Corporation under Florida corporate law will be completed on or before April 28, 2000.

OWENSBORO COAL COMPANY, INC.

By Fred Corvett
Title: president
Date: 4-10-2000

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