

K2248

MOSS & ROCOVICH

ATTORNEYS-AT-LAW

A PROFESSIONAL CORPORATION

4415 ELECTRIC ROAD 24014

P.O. BOX 13606

ROANOKE, VIRGINIA 24035

(540) 774-8800

FAX (540) 774-8800

FILED
97 SEP 10 AM 10:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILE NO:

August 15, 1997

5884

003

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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*****70.00 *****70.00

RE: Merger of Cobra Coal Company and First City Resources Company

Dear Sir/Madam:

Enclosed please find original Articles of Merger of First City Resources Company and Cobra Coal Company, along with our firm check in the amount of \$70.00, representing your fee for filing the Articles. Please return the merger documents to my attention in the enclosed, self-addressed, stamped envelope.

Thank you for your assistance in this regard. Should you have questions or need additional information, please contact the undersigned.

Sincerely,

MOSS & ROCOVICH, P.C.



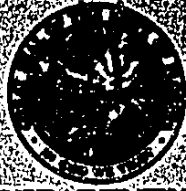
Tracey E. Kenyon
Paralegal

/tck

Enclosures

Kenyon

V8 SEP 12 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 27, 1997

TRACEY E. KENYON
P.O. BOX 13606
ROANOKE, VA 24035

SUBJECT: FIRST CITY RESOURCES COMPANY
Ref. Number: K22987

We have received your document for **FIRST CITY RESOURCES COMPANY** and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please state what state each of the corporations are incorporated under in your articles of merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 697A00043227

RECEIVED

27 SEP 10 AM 8:52

DIVISION OF CORPORATIONS

MOSS & ROCOVICH

ATTORNEYS-AT-LAW

A PROFESSIONAL CORPORATION

4415 ELECTRIC ROAD 24014

P. O. BOX 13506

ROANOKE, VIRGINIA 24035

(540) 774-8300

FAX (540) 774-8808

FILE NO.

September 4, 1997

5884

003

VIA UPS NEXT DAY AIR

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Merger of Cobra Coal Company and First City Resources Company
Ref. Number: K22987

Dear Sir/Madam:

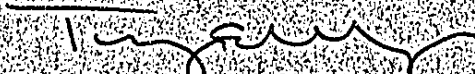
Enclosed please find original Articles of Merger of First City Resources Company and Cobra Coal Company. The Articles were previously mailed to the Department of State for filing, however, they were returned to our office pursuant to the enclosed letter.

Please file the Articles of Merger at your earliest possible convenience and return the Certificate of Merger to my attention in the enclosed, self-addressed, stamped envelope.

Thank you for your assistance in this regard. Should you have questions or need additional information, please contact the undersigned.

Sincerely,

MOSS & ROCOVICH, P.C.


Tracey E. Kenyon
Paralegal

/tek
Enclosures

**ARTICLES OF MERGER OF
FIRST CITY RESOURCES COMPANY, a Florida corporation
AND**

COBRA COAL COMPANY, a West Virginia corporation

First City Resources Company and Cobra Coal Company set forth the following

Articles of Merger

(a) The plan of merger is:

(1) The names of the corporations proposing to merge are First City Resources Company, a Florida corporation, and Cobra Coal Company, a West Virginia corporation, and the surviving corporation shall be Cobra Coal Company.

(2) Upon such merger becoming effective, all of the assets presently owned by First City Resources Company will become the property of Cobra Coal Company and Cobra Coal Company will assume all of the liabilities of First City Resources Company. The officers and directors of Cobra Coal Company shall be the officers and directors of the surviving corporation until their successors shall be elected and qualified. The By-Laws of Cobra Coal Company shall remain the same as they now are for the surviving corporation and the registered agent of Cobra Coal Company and the registered office of Cobra Coal Company shall remain the registered agent and registered office of the surviving corporation.

(3) The shares of First City Resources Company shall be convertible to shares of stock of Cobra Coal Company at the ratio of one (1) share of stock of Cobra Coal Company to one (1) share of stock of First City Resources Company.

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TALLAHASSEE, FLORIDA

(b) The above plan of merger was approved at a meeting of the Board of Directors of each of the corporations herein named held on June 1, 1997; each stockholder of each corporation waived notice as required by applicable law and the plan set forth above was adopted by unanimous written consent of the stockholders of each of the corporations at meetings of such stockholders held on June 1, 1997.

(c) Cobra Coal Company has one thousand (1,000) shares of stock outstanding and all are of the same class. First City Resources Company has one thousand (1,000) shares of stock outstanding and all are of the same class.

(d) As to Cobra Coal Company, the number of shares voted for the plan of merger was one thousand (1,000) and the number of shares voted against the plan of merger was zero (0). As to First City Resources Company, the number of shares voted for the plan of merger was one thousand (1,000) and the number of shares voted against the plan of merger was zero (0).

(e) The stated capital of the surviving corporation on the effective date of the merger will be Fifty Thousand Dollars (\$50,000.00).

COBRA COAL COMPANY,
a West Virginia corporation

By Joseph C. Phillips
Joseph C. Phillips, President

Attest:

Theresia A. Gwinn
Theresia A. Gwinn, Secretary

FIRST CITY RESOURCES COMPANY,
a Florida corporation

By Joseph C. Phillips
Joseph C. Phillips, President

Attest:

Theresa A. Gwinn
Theresa A. Gwinn, Secretary

I, Joseph C. Phillips, President and sole Shareholder of Cobra Coal Company,
do hereby verify by oath the above Articles of Merger.

Joseph C. Phillips
Joseph C. Phillips

I, Joseph C. Phillips, President and sole Shareholder of First City Resources
Company, do hereby verify by oath the above Articles of Merger.

Joseph C. Phillips
Joseph C. Phillips