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Morris  
& Cary  
Andrews, LLC

FILED  
2002 JUL -8 PM 2:59  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ATTORNEYS AT LAW

Joseph A. Morris <sup>1</sup>

Tracy W. Cary <sup>2</sup>

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July 3, 2002

170 East Main Street

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Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: *New Coal, LLC*

100006252351--8  
-07/08/02--01068--009  
\*\*\*\*125.00 \*\*\*\*125.00


Dear Representative:

Enclosed are the drafted Articles of Organization as required by the Florida Statutes for establishing a limited liability company, along with a check for \$125.00 made payable to the Florida Department of State, representative of the filing fees.

If you have any questions or need additional information, please do not hesitate to contact me at the above address and phone number.

Sincerely,

MORRIS, CARY & ANDREWS, LLC

  
Joseph A. Morris

JAM:siw  
Enclosure

J. BRYAN JUL - 9 2002

**ARTICLES OF ORGANIZATION  
OF  
NEW COAL, LLC**

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TALLAHASSEE, FLORIDA

The undersigned, members of the limited liability company, New Coal, LLC, pursuant to Chapter 608, *Florida Statutes* and adopt the following Articles of Organization:

**ARTICLE I**

**NAME OF LIMITED LIABILITY COMPANY**

The name of the Limited Liability Company is NEW COAL, LLC.

**ARTICLE II**

**ADDRESS OF THE LIMITED LIABILITY COMPANY**

The mailing and street address of the principle place of business of the Limited Liability Company is:

New Coal, LLC  
P.O. Box 1297  
Destin, Florida 32541

**ARTICLE III**

**PURPOSE**

The limited liability company has been organized of the following purposes:

- A. To own, oversee, and/or manage the business of mining, marketing and/or investing in the mining of coal in accordance with all applicable governing laws and regulations.
- B. To transact any and all lawful business for which limited liability companies may be incorporated under the laws of the State of Florida.

- 2009 JUL -8 PM 3:00  
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MAYOR'S OFFICE
- C. To borrow or raise monies for any of the purposes of the limited liability company, and from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, options, bonds, debentures, evidence of indebtedness and agreements.
- D. To enter into and make all necessary contracts and agreements for its business with any person, partnership, association or corporation of any domestic or foreign state, government or governmental authority or any political or administrative subdivision or department thereof and to perform and carry out, assign, cancel or rescind any such contracts.
- E. To do everything necessary, properly, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers of the corporation, either alone or associated with others, and incidental or pertaining to such powers, provided the same be not inconsistent with or contrary to any law.

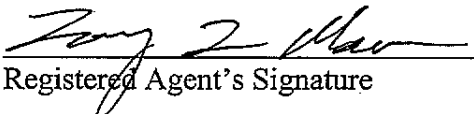
#### ARTICLE IV

##### OFFICE ADDRESS

The name and the Florida street address of the registered agent are:

Larry L. Morris  
4 Cahaba Court  
Destin, Florida 32541

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

  
Registered Agent's Signature

ARTICLE V  
MANAGEMENT

New Coal, LLC is to be managed by one manager or more managers and is therefore, a managed company and shall be managed by the following named individuals:

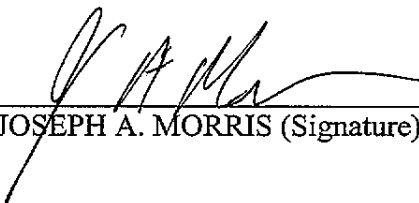
Larry L. Morris  
P.O. Box 1297  
Destin, Florida 32541

Michael E. Raim  
501 Highway 98 East  
Destin, Florida 32541

Joseph A. Morris  
170 East Main Street  
Dothan, Alabama 36301

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IN WITNESS WHEREOF, the undersigned members, have hereunto subscribed their signature to this Articles of Organization and executed this instrument in accordance with §608.408(3), *Florida* Statutes, which states in part that the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true on this the 3<sup>rd</sup> day of July, 2002.

  
\_\_\_\_\_  
JOSEPH A. MORRIS (Signature)