

PO1 000 079516

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

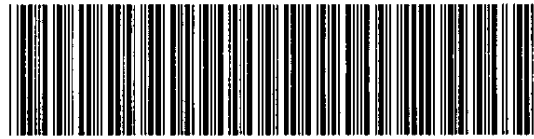
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

JUL 30 2009

EXAMINER



CT
a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

July 30, 2009

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 7620688 SO
Customer Reference 1: 124600/188547
Customer Reference 2: Christopher W. Brancati

Dear Department of State, Florida:

Please obtain the following:

PUDA COAL, INC. (FL)
Conversion
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair
CL Operations Specialist
Christina.McNeair@wolterskluwer.com

July 30, 2009

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

CT Corp
Chris McNeair
Assistant Secretary

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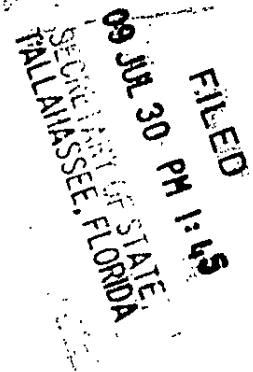
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Sincerely,

Christina McNeair
CL Operations Specialist
Christina.McNeair@wolterskluwer.com



FILED
09 JUL 30 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
Florida Profit Corporation
Into
"Other Business Entity"

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation** into an **"Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is "Puda Coal, Inc."
2. The name of the "Other Business Entity" is "Puda Coal, Inc." PO1000079516
3. The "Other Business Entity" is a corporation incorporated under the laws of Delaware.
4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."
5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.
6. This conversion is effective under the laws governing the "Other Business Entity" as of July 30, 2009.
7. This conversion shall be effective in Florida as of July 30, 2009.
8. The "Other Business Entity's" principal office address, if any:

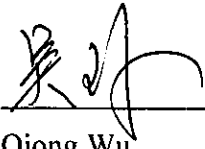
426 Xuefu Street
Taiyuan, Shanxi Province 030006
The People's Republic of China
9. The "Other Business Entity" is an out-of-state entity not registered to transact business in Florida and appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, F.S.
10. The "Other Business Entity" lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes:

426 Xuefu Street
Taiyuan, Shanxi Province 030006
The People's Republic of China

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss. 607-1301-607.1333, F.S.

[Signature Page Follows]

Signed this 29th day of July, 2009.

By: 
Name: Qiong Wu
Title: Chief Financial Officer