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MERGER OR SHARE EXCHANGE

THOMPSON COAL SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT # H03-277596

ARTICLES OF MERGER

OF

THOMPSON COAL SERVICES, INC., a Virginia corporation,

INTO

THOMPSON COAL SERVICES, INC., a Florida corporation

Pursuant to the provisions of Florida Statutes Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"), and Title 13.1, Chapter 9, Article 12 of the Code of Virginia (the "Virginia Code"), the undersigned corporations adopt the following Articles of Merger for the purpose of merging THOMPSON COAL SERVICES, INC., a Virginia corporation ("Merged Corporation"), into THOMPSON COAL SERVICES, INC., a Florida corporation ("Surviving Corporation"):

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

Name of Corporation

State of Incorporation

Thompson Coal Services, Inc.
Thompson Coal Services, Inc.

Virginia
Florida

2. The laws of the States of Florida and Virginia permit this Merger.

3. The name of the Surviving Corporation is Coal Export Services, Inc., and it is to be governed by the laws of the State of Florida. The address of the Surviving Corporation is 1850 Porter Lake Drive, Suite 103, Sarasota, Florida 34240.

4. The Plan of Merger and Reorganization is attached hereto as Exhibit "A" and incorporated herein by reference (the "Plan").

5. The President and Secretary of Surviving Corporation hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Surviving Corporation on September 2, 2003. The Plan was submitted to the Shareholder of Surviving Corporation. 100 shares of the common stock, representing all of the issued and outstanding shares of stock in the Surviving Corporation, were entitled to vote on the Plan. 100 shares of the common

Prepared by: David M. Silberstein, Esq.
Kirk Pinkerton
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Attorney Bar #0436879

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stock, representing all of the issued and outstanding shares of stock in the Surviving Corporation, voted to approve the Plan on September 2, 2003. The number of votes cast for the Plan was sufficient for approval. All such voting was conducted in accordance with the Florida Act. No shares voted against the Plan.

6. The President and Secretary of Merged Corporation hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Merged Corporation on September 2, 2003. The Plan was submitted to the Shareholder of Merged Corporation. 100 shares of the common stock, representing all of the issued and outstanding shares of stock in the Merged Corporation, were entitled to vote on the Plan. 100 shares of the common stock, representing all of the issued and outstanding shares of stock in the Merged Corporation, voted to approve the Plan on September 2, 2003. The number of votes cast for the Plan was sufficient for approval. All such voting was conducted in accordance with the Virginia Code. No shares voted against the Plan.

7. This merger shall become effective on the last filing of the Articles of Merger with the Florida Secretary of State and the Virginia Secretary of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and acknowledged by the President and Secretary of Surviving Corporation and the President and Secretary of Merged Corporation.

Attest:

SURVIVING CORPORATION:

THOMPSON COAL SERVICES, INC., a Florida corporation


DANIEL THOMPSON, Secretary

By: 
DANIEL THOMPSON, President

MERGED CORPORATION:

THOMPSON COAL SERVICES, INC., a Virginia corporation


DANIEL THOMPSON, Secretary

By: 
DANIEL THOMPSON, President

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STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21 day of August, 2003, by DANIEL THOMPSON, as President and Secretary of THOMPSON COAL SERVICES, INC., a Florida corporation, and as President and Secretary of THOMPSON COAL SERVICES, INC., a Virginia corporation, who [] is personally known to me, or [x] has produced identification, on behalf of said corporations, and who acknowledged before me that the execution thereof are his free acts and deeds.



David M Silberstein
My Commission DD092891
Expires April 10, 2006

A handwritten signature of David M. Silberstein in black ink.

Signature of Notary Public

DAVID M. SILBERSTEIN

Print Name of Notary Public and Affix Seal

My Commission Expires: _____

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Exhibit A
PLAN OF MERGER AND REORGANIZATION

This Plan of Merger and Reorganization is made and entered into this 2 day of September, 2003, by and between THOMPSON COAL SERVICES, INC., a Florida corporation (hereinafter sometimes called the "Surviving Corporation"), and THOMPSON COAL SERVICES, INC., a Virginia corporation (hereinafter sometimes called the "Merged Corporation"). Surviving Corporation and Merged Corporation are collectively referred to herein as the "Constituent Corporations".

WITNESSETH:

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on August 25, 2003, with an authorized capital stock of 5,000 shares of common stock, no par value, of which 100 shares are issued and outstanding and owned by Daniel Thompson.

WHEREAS, Merged Corporation is a corporation organized and existing under the laws of the State of Virginia, having its Articles of Incorporation filed June 9, 1993, with an authorized capital stock of 5,000 shares of common stock, no par value, of which 100 shares are issued and outstanding and owned by Daniel Thompson.

WHEREAS, the Board of Directors and Shareholder of Surviving Corporation and the Board of Directors and Shareholder of Merged Corporation have by resolutions established that it is advisable for the general welfare and advantage of each of the Constituent Corporations that Merged Corporation be merged into Surviving Corporation (Surviving Corporation's corporate existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger), in a transaction intended to qualify as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the above premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President and Secretary of each of Surviving Corporation and Merged Corporation, in accordance with the provisions of the Florida Business Corporation Act ("Florida Act"), and Title 13.1, Chapter 9, Article 12 of the Code of Virginia ("Virginia Code"), hereby execute this Plan of Merger and Reorganization for the purposes of complying therewith.

1. Names of Corporations Proposing to Merge. The names of the corporations that are parties to the merger are as follows:

- (a) THOMPSON COAL SERVICES, INC., a Florida corporation.
- (b) THOMPSON COAL SERVICES, INC., a Virginia corporation.

2. Name of Surviving Corporation. The Surviving Corporation shall be THOMPSON COAL SERVICES, INC., a Florida corporation.

3. Terms and Conditions. Upon the merger becoming effective:

(a) The separate existence of the Merged Corporation shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

(b) The Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to, or due to each of the corporations merging herein, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this merger.

(c) Henceforth, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Merged Corporation; and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this merger.

4. Conversion of Shares. The manner of converting or otherwise dealing with the stock of the Constituent Corporations shall be that on the effective date of the merger, each one (1) share of common stock of Merged Corporation shall be converted into one (1) share of common stock of Surviving Corporation, and all shares of Merged Corporation shall be deemed canceled.

5. No Changes in Bylaws. The Bylaws of the Surviving Corporation in effect at the time the merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same are altered, amended, or repealed.

6. Changes in Articles of Incorporation. The merger will not effect any change in the Articles of Incorporation of the Surviving Corporation.

7. Directors and Officers. The Officers and Directors of the Surviving Corporation in office at the time the merger becomes effective shall be and remain the Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.

8. Effective Date of the Merger. The merger shall become effective upon the last filing of the Articles of Merger with the Florida Department of State and the Virginia Secretary of State.

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9. Further Assurances: Articles of Merger. At any time, or from time to time after the effective date of this merger, the last acting officers of Merged Corporation and the appropriate officers of Surviving Corporation shall execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in Surviving Corporation title to and possession of all of Merged Corporation's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Plan of Merger and Reorganization. Each of the Constituent Corporations shall cause Articles of Merger in forms acceptable to the Secretary of State for each of Florida and Virginia to be executed and filed with the appropriate agencies to effect this Plan of Merger and Reorganization.

IN WITNESS WHEREOF, this Plan of Merger and Reorganization has been executed and acknowledged by the President and Secretary of Surviving Corporation and the President and Secretary of Merged Corporation.

Attest:

SURVIVING CORPORATION:


THOMPSON COAL SERVICES, INC., a Florida corporation

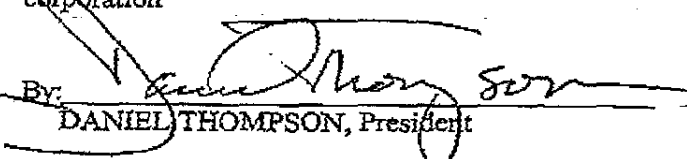

DANIEL THOMPSON, Secretary

By: 
DANIEL THOMPSON, President

MERGED CORPORATION:

THOMPSON COAL SERVICES, INC., a Virginia corporation


DANIEL THOMPSON, Secretary

By: 
DANIEL THOMPSON, President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21 day of August, 2003, by DANIEL THOMPSON, as President and Secretary of THOMPSON COAL SERVICES, INC., a Florida corporation, and as President and Secretary of THOMPSON COAL SERVICES, INC., a Virginia corporation, who [] is personally known to me, or [X] has

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produced identification, on behalf of said corporations, and who acknowledged before me that the execution thereof are his free acts and deeds.



David M Silberstein
My Commission 00092891
Expires April 10, 2006

Signature of Notary Public

DAVID M. SILBERSTEIN

Print Name of Notary Public and Affix Seal
My Commission Expires:

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