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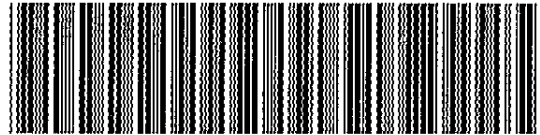
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03 AUG 22 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR
8/22/03

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Timothy K. Lowe*
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Admitted to Practice Law
Kentucky,* Tennessee,*†
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VIA OVERNIGHT MAIL

August 21, 2003

Ms. Annette Ramsey
Florida Department of State
Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399

RE: Articles of Merger and Plan of Merger by and between Kentucky May Coal Company, Inc., a Virginia corporation, and Kentucky May Mining Company, a Florida corporation

Dear Ms. Ramsey:

Enclosed you will find a fully executed original of the Articles of Merger and the Plan of Merger by and between the companies previously listed. Also enclosed is the filing fee of \$70.00 for the merger of two corporations plus \$8.75 for a certified copy of merger. Please return the certified copy of merger to the following address:

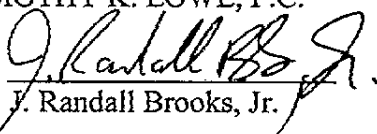
J. Randall Brooks, Jr.
Timothy K. Lowe, P.C.
415 Broad Street, Suite 650
Kingsport, TN 37660

Thank you for your time and attention. Please do not hesitate to contact me should you have any questions or need any additional information.

Very truly yours,

TIMOTHY K. LOWE, P.C.

By:


J. Randall Brooks, Jr.

nrc

File no: 0551

Enclosures

8/13/03

ARTICLES OF MERGER
OF
KENTUCKY MAY MINING COMPANY
a Florida corporation
WITH AND INTO
KENTUCKY MAY COAL COMPANY, INC.
a Virginia corporation

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to VA Code §§ 13.1-719, 13.1-720, and 13.1-722 and Fla. Stat. §§ 607.1104, 607.1105 and 607.1107, Kentucky May Mining Company, a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as the "Merging Corporation" or "Subsidiary Corporation") and Kentucky May Coal Company, Inc., a corporation organized and existing under the laws of the Commonwealth of Virginia (hereinafter referred to as the "Surviving Corporation" or "Parent Corporation") hereby adopt the following Articles of Merger:

1. Attached hereto as Exhibit A and incorporated herein by reference is the Agreement and Plan of Merger (the "Plan of Merger") by which the Subsidiary Corporation is to be merged with and into the Parent Corporation.

2. Approval of the shareholders of the Surviving Corporation and the Merging Corporation was not required as provided in VA Code § 13.1-719 and Fla. Stat. § 607.1104 in that the Merging Corporation is a wholly-owned subsidiary of the Surviving Corporation and, further, the Surviving Corporation owns all of the issued and outstanding shares of the Merging Corporation.

3. Pursuant to Fla. Stat. § 607.1105(1)(d), the Board of Directors of the Surviving Corporation adopted the Articles and Plan of Merger on or about August 9, 2003 and the Board of Directors of the Merging Corporation adopted the Articles and Plan of Merger on or about August 9, 2003.

IN WITNESS WHEREOF, the duly authorized officers of the Surviving Corporation and the Merging Corporation, pursuant to approval and authority given by resolutions adopted by their respective Boards of Directors, do hereby certify that the facts herein stated are true and have caused these Articles of Merger to be executed and adopted on this the 9th day of August 2003.

KENTUCKY MAY MINING COMPANY

By: [Signature]
Frank A. Schiller, Secretary
Date: 8-9-03

KENTUCKY MAY COAL COMPANY, INC.

By: [Signature]
Frank A. Schiller, Secretary
Date: 8-9-03

STATE OF NORTH CAROLINA
COUNTY OF Wake

On this 9th day of August 2003, before me, Sarah C. Nelson, a Notary Public in and for said County and State, personally appeared Frank A. Schiller, to me known, or proved to me on the basis of satisfactory evidence, to be the person who executed the foregoing instrument and acknowledged that he executed the within instrument for the purposes therein contained and who further acknowledged that he is the Secretary of Kentucky May Mining Company, a corporation organized and existing under the laws of the State of Florida, and is authorized to execute this instrument on behalf of said corporation.

Given under my hand and official seal on this the 9th day of August 2003.

Sarah C. Nelson
Notary Public

My commission expires: August 14, 2005.

STATE OF NORTH CAROLINA
COUNTY OF Wake

On this 9th day of August 2003, before me, Sarah C. Nelson, a Notary Public in and for said County and State, personally appeared Frank A. Schiller, to me known, or proved to me on the basis of satisfactory evidence, to be the person who executed the foregoing instrument and acknowledged that he executed the within instrument for the purposes therein contained and who further acknowledged that he is the Secretary of Kentucky May Coal Company, Inc., a corporation organized and existing under the laws of the Commonwealth of Virginia, and is authorized to execute this instrument on behalf of said corporation.

Given under my hand and official seal on this the 9th day of August 2003.

Sarah C. Nelson
Notary Public

My commission expires: August 14, 2005.

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger"), is made and entered into as of the ____ day of _____ 2003, by and between KENTUCKY MAY COAL COMPANY, INC., a Virginia corporation, (the "Surviving or Parent Corporation") and KENTUCKY MAY MINING COMPANY, a Florida corporation, (the "Merging or Subsidiary Corporation").

WITNESSETH:

WHEREAS, the Parent Corporation now owns all the issued and outstanding shares of the Subsidiary Corporation; and

WHEREAS, the respective Board of Directors of the Surviving Corporation and the Merging Corporation have adopted resolutions declaring advisable the proposed merger of the Merging Corporation into the Surviving Corporation upon the terms and conditions hereinafter set forth and the Boards of Directors of the Surviving Corporation and the Merging Corporation have by resolution adopted and approved this Plan of Merger, all in accordance with VA Code §§ 13.1-719 and 13.1-722 and Fla. Stat. §§ 607.1104 and 607.1107.

NOW, THEREFORE, pursuant to VA Code § 13.1-719 and Fla. Stat. §§ 607.1104 and 607.1107 and other applicable provisions thereof, and subject to the conditions herein set forth, the Surviving Corporation and the Merging Corporation do hereby agree to merge and the plan, terms, and conditions of such merger (the "Merger"), shall be as follows:

ARTICLE I

1.01 Merger. At the Effective Time (as defined in Section 1.03) of the Merger, the Merging Corporation shall be merged into the Surviving Corporation, the separate existence of the Merging Corporation and the Surviving Corporation, as the surviving corporation, shall continue to exist by virtue of, and shall be governed by, the laws of the Commonwealth of Kentucky and shall continue to have its registered office c/o Corporation Service Company, 11 South 12th Street, P.O. Box 1463, Richmond, Virginia 23218-0000.

1.02 Articles of Incorporation and Bylaws of the Surviving Corporation. The Articles of Incorporation and Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Time shall be and continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation unless and until further amended in the matter prescribed by law.

1.03 The Effective Date/Time. Articles of Merger attached hereto, setting forth the information required by, and executed and verified in accordance with VA Code §§ 13.1-719, 13.1-720, 13.1-722 and Fla. Stat. §§ 607.1105, shall be delivered to the State Corporation Commission of Virginia (the "Commission") and the Florida Secretary of State (the "Secretary of State") for filing and recording in said offices and, on the date of issuance by the Commission of a certificate of merger with respect to the Merger, the Merger shall become effective at the close of business, Richmond, Virginia time, on August 31, 2003, for tax and accounting purposes only. The time of such effectiveness is herein called the "Effective Time."

1.04 Effect of Merger. Upon and after the Effective Time, as set out in VA Code § 13.1-721, the separate existence of the Merging Corporation shall cease and the Surviving Corporation, as the surviving corporation, shall have all the rights, privileges, immunities, and powers and shall be subject to all the duties and liabilities of a corporation organized under the Virginia Stock Corporation Act. The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of the Merging Corporation; 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 the Merging Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of the Merging Corporation; and any claim existing or action or proceeding pending by or against the Merging Corporation may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merging Corporation. Neither the rights of creditors nor any liens upon the property of any such corporations shall be impaired by the Merger. At any time and from time to time after the Effective Time, the last acting officers of the Merging Corporation shall, in the name of the Merging Corporation, execute and deliver all such proper deeds, assignments, and other instruments as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm the Surviving Corporation's title to, and possession of, the Merging Corporation's property, rights, privileges, powers, immunities, and franchises and otherwise to carry out the purposes of this Plan of Merger.

1.05 Further Action. The proper officers of the Surviving Corporation and the Merging Corporation, pursuant to Resolutions of each dated _____, 2003, are hereby severally authorized to (i) sign, execute, certify, verify, acknowledge, deliver, accept, file and record any and all instruments and documents, and (ii) take, or cause to be taken, any and all such action, in the name and on behalf of the Surviving Corporation and/or the Merging Corporation, as is (in such officer's judgment) necessary, desirable, or appropriate in order to consummate and make effective the Merger and otherwise effect the purposes of this Plan of Merger.

ARTICLE II

2.01 Merging Corporation Common Stock. Each share of the Common Stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall cease to exist as of the Effective Time, and certificates representing such shares shall be canceled.

2.02 Surviving Corporation Common Stock. Each share of the Common Stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall continue to exist as of the Effective Time and certificates representing such shares shall continue to be valid and effective.

ARTICLE III

3.01 Termination. This Plan of Merger may be terminated at any time before completion of the filings with the Commission and/or the Secretary of State, pursuant to § 1.03 hereof, by appropriate resolution of the Board of Directors of the Surviving Corporation for any

reason which it deems appropriate.

3.02 Amendment. To the extent permitted by law, this Plan of Merger may be amended, supplemented, or interpreted at any time and in any respect by action taken by the Boards of Directors of the Surviving Corporation and the Merging Corporation and, in the case of an interpretation, the actions of such Boards of Directors shall be binding.

3.03 Approval of Shareholders Not Required. As provided in and VA Code § 13.1-719 and Fl. Stat. § 607.1104, the Plan of Merger need not and will not be submitted to the shareholders of the Surviving Corporation or the Merging Corporation for approval.

3.04 Waiver of Notice of Plan of Merger. Pursuant to VA Code § 13.1-719(c) and Fl. Stat. § 607.1104(2), the Surviving Corporation (the parent corporation and owner of all of the outstanding shares of the Merging Corporation) does hereby expressly waive, by signing below, the right to receive written notice of the Plan of Merger required in each of the statutes referenced in this paragraph 3.04.

3.05 Expenses. The Surviving Corporation shall pay all expenses of carrying this Plan of Merger into effect and accomplishing the Merger herein provided for.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors, have caused this Agreement and Plan of Merger to be executed by the Secretary and the corporate seal affixed.

KENTUCKY MAY COAL COMPANY, INC.

By: _____
Frank A. Schiller, Secretary

Date: _____

KENTUCKY MAY MINING COMPANY

By: _____
Frank A. Schiller, Secretary

Date: _____

STATE OF NORTH CAROLINA
COUNTY OF _____

On this _____ day of _____ 2003, before me, _____,
a Notary Public in and for said County and State, personally appeared Frank A. Schiller, to me
known, or proved to me on the basis of satisfactory evidence, to be the person who executed the
foregoing instrument and acknowledged that he executed the within instrument for the purposes
therein contained and who further acknowledged that he is the Secretary of Kentucky May Coal
Company, Inc., a corporation organized and existing under the laws of the Commonwealth of
Virginia, and is authorized to execute this instrument on behalf of said corporation.

Given under my hand and official seal on this the _____ day of _____ 2003.

Notary Public

My commission expires: _____.

STATE OF NORTH CAROLINA
COUNTY OF _____

On this _____ day of _____ 2003, before me, _____,
a Notary Public in and for said County and State, personally appeared Frank A. Schiller, to me
known, or proved to me on the basis of satisfactory evidence, to be the person who executed the
foregoing instrument and acknowledged that he executed the within instrument for the purposes
therein contained and who further acknowledged that he is the Secretary of Kentucky May
Mining Company, a corporation organized and existing under the laws of the State of Florida,
and is authorized to execute this instrument on behalf of said corporation.

Given under my hand and official seal on this the _____ day of _____ 2003.

Notary Public

My commission expires: _____.