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SUMNER & MANN, P.A.

ATTORNEYS AT LAW

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POST OFFICE DRAWER 1047
DADE CITY, FLORIDA 33526-1047

Robert D. Sumner
R. Seth Mann

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FAX: (352) 567-3928

April 30, 1998

DIRECTOR
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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*****122.50 *****122.50

RE: Recovered Energy, Inc.

Dear Sir or Madam:

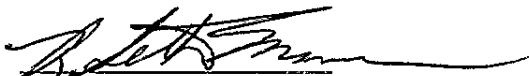
I am enclosing herewith the original and one (1) copy of the Articles of Incorporation for the referenced corporation together with the original Resident Agent Form for filing.

Also enclosed is my check no: 3645 in the amount of \$122.50 to cover the cost of:

- | | |
|--|---------|
| 1. Filing fees | \$35.00 |
| 2. Designation of Registered Agent | \$35.00 |
| 3. Certified Copy of Articles of Incorporation | \$52.50 |

Please return the certified copy of the Articles to this office. Thank you for your cooperation in this matter.

Sincerely,


R. Seth Mann, Esq.

enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -4 PM 2:02

5-5
1025

ARTICLES OF INCORPORATION
OF
RECOVERED ENERGY, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I - Name

The name of this corporation is **RECOVERED ENERGY, INC.** The mailing address and the principal office address of the corporation is 16520 Jessamine Road, Dade City, FL 33523.

ARTICLE II - Duration

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III - Purpose

This corporation is organized for the following purposes:

- (a) To engage in the business of fine coal recovery, processing and sales.
- (b) To engage in any other business or economic pursuit not prohibited by the laws of the State of Florida.
- (c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with others, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the

attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IV - Capital Stock

This corporation is authorized to issue **ten-thousand (10,000)** shares of **Ten and No/100 Dollar (\$10.00)** par value common stock. The whole or any part of the capital stock of this corporation shall be payable in cash, or property, labor or services at a just valuation to be fixed by the Board of Directors. Property or labor may also be purchased with the capital stock at such valuation as may be fixed by the Directors.

ARTICLE V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - Initial Registered Office and Agent

The name and street address of the initial registered agent of this corporation are **R. SETH MANN**, 14150 6th Street, Dade City, FL 33525.

ARTICLE VII - Initial Board of Directors and Officers

This corporation shall have five (5) directors initially with two (2) additional directors to be named at a later date. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial directors and officers of this corporation are:

Name and Address

Office

RICHARD B. HUNT
16520 Jessamine Road
Dade City, FL 33523

**Chief Executive Officer
and Director**

LOURN M. BOYCE, JR.
P.O. Box 135
Lester, West Virginia 25865

**President
and Director**

ARNOLD GRAYBEAL
181 Phil Avenue
Beckley, West Virginia 25801

**Vice-President Finance
and Director**

DOUGLAS B. SAYRE
General Delivery
138 Jordan Lane
Daniels, West Virginia 25832

**Vice-President Operations
and Director**

R. SETH MANN
19345 Argus Drive
Dade City, FL 33523

**Vice-President Sales
and Director**

ARTICLE VIII - Incorporators

The names and addresses of the persons signing these Articles are:

R. SETH MANN
19345 Argus Drive
Dade City, FL 33523

ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - Subscribers

Shares of capital stock of this corporation shall be issued initially as follows:

<u>Name and Address</u>	<u>Number of Shares</u>
CHIPCO DEVELOPMENT, INC	4000
PROCESS DEVELOPMENT	4000
AUTHORIZED, NOT ISSUED	2000

ARTICLE XI - Restrictions on Transfer of Stock

Shares in the corporation may be transferred to the corporation, to other stockholders in the corporation, or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors except for transfers to immediate family members.

Every shareholder who desires to sell or transfer his stock to someone other than an immediate family member shall be required to offer, in writing, to sell to the Board of Directors the number of shares of stock held by him at and for the book value of the stock as determined, without deduction from the book value for depreciation on the depreciable assets of the Corporation, and any such shareholder, his personal representatives, legatees, or assigns shall immediately, on the payment or tender to him in cash of such price per share, transfer and assign the shares of stock held to the Board of Directors. In the event the Board of Directors shall fail to purchase the stock as hereinabove provided, said shares shall be offered, in writing, to the remaining shareholders on a pro rata basis, if the other shareholders fail to purchase their pro rata

share the remaining shareholders shall then be offered those shares, if any shares are not purchased, such shareholder, his personal representatives, legatees, or assigns may hold the shares of stock or sell or transfer them to any person or persons, the shares to be held absolutely, free from the conditions and restrictions contained or referred to in this provision.

No sale whatever of any shares of the capital stock shall pass any title thereto or be transferred on the books of this Corporation, unless and until all the preceding conditions and requirements have been complied with, and no holder of any certificate of shares shall be entitled to any dividends thereon, or to participate in any of the profits of this Corporation, until the shares are regularly transferred to him on the books of this Corporation.

ARTICLE XII - Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

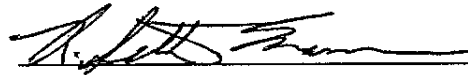
ARTICLE XIV - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

ARTICLE XV - Additional Provision

No contract or other transaction of the corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are parties to or interested in such contract, act or transaction, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 30th day of April, 1998.

 (SEAL)
R. SETH MANN

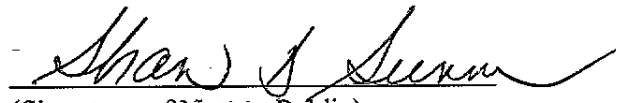
STATE OF FLORIDA
COUNTY OF PASCO

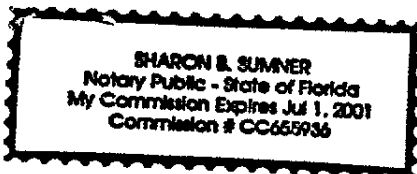
On this 30th day of April, 1998, **R. SETH MANN**, who:

☒ is personally known to me; or

☐ has produced _____
as identification;

personally appeared before me and acknowledged before me that he executed the foregoing Articles of Incorporation.


(Signature of Notary Public)

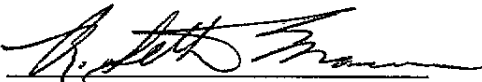


(Printed or Typed Name of Notary)
Notary Public - State of Florida
Commission No. _____
My Commission Expires: _____

ACCEPTANCE OF REGISTERED AGENT

I, R. Seth Mann, 14150 6th St., Dade City, Florida 33525, having been named in these Articles of Incorporation of RECOVERED ENERGY, INC., to accept service of process for the within stated Corporation, at the place designated above, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I further state that I am familiar with, and accept, all of the obligations of the position of registered agent.

Dated this 30th day of April, 1998.



R. Seth Mann
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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