

Delaware

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SECRETARY OF STATE
IOWA

ARTICLES OF INCORPORATION
OF
H & S AUTO SALES, INC.

The undersigned, acting as incorporators of a Corporation under the Iowa Business Corporation Act, Chapter 490 of the 1989 Code of Iowa, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I
NAME

1.01. The name of the Corporation is H & S Auto Sales, Inc.

ARTICLE II
PURPOSE AND OBJECTS

2.01. The Corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful businesses for which corporations may be organized under the Iowa Business Corporation Act.

ARTICLE III
STOCK

3.01. The aggregate number of shares which this Corporation is authorized to issue is One Million Shares (1,000,000), consisting of one class. The par value of each share is Zero (\$0).

ARTICLE IV
UNISSUED SHARES AND TREASURY SHARES

4.01. Unissued shares and Treasury shares of this Corporation shall first be offered for purchase to existing Shareholders in amounts proportional to their holdings.

ARTICLE V

5.01. No contract or other transaction between the

corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is a Director or

officer or are Directors or Officers, individually or jointly, may

be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is

interested.

5.02. No contract, act or transaction of this corporation

with any person or persons, firm or association, shall be affected or invalidated by the fact that any Director or Directors of this

corporation is a party, or are parties to or interested in such contract, act or transaction, or in any way connected with such

person or persons, firm or association and each and every person who may become a Director of this corporation is hereby relieved

from any liability that may otherwise exist from contracting with the corporation for the benefit of himself or any firm or

corporation in which he may in any manner be interested.

ARTICLE VI

CORPORATE SEAL

6.01. This corporation shall have no Corporate Seal.

ARTICLE VII

DIRECTORS

7.01. The initial Board of Directors shall consist of three

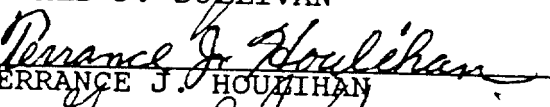
persons: Donald J. Sullivan, R. R. 2, Manchester, Iowa 52057; Terrance J. Houlihan, 721 East Main, Manchester, Iowa; and Gerald J. Houlihan, 5750 Michael Drive NE, Cedar Rapids, Iowa 52402.

ARTICLE VIII
REGISTERED OFFICE

8.01. The address of the initial registered office of the Corporation is R. R. 2, Manchester, Iowa 52057; and the name of the initial registered agent at such address is Donald J. Sullivan.

ARTICLE IX
INCORPORATOR

9.01. The name and address of the Incorporators are: Donald J. Sullivan, R. R. 2, Manchester, Iowa 52057; Terrance J. Houlihan, 721 East Main, Manchester, Iowa 52057; and Gerald J. Houlihan, 5750 Micael Dr. NE, Cedar Rapids, Iowa 52402.

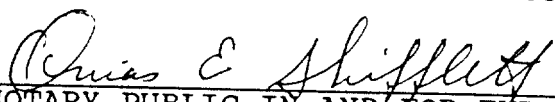

DONALD J. SULLIVAN

TERRANCE J. HOULIHAN

GERALD J. HOULIHAN

STATE OF IOWA)
) ss:
COUNTY OF DELAWARE)

On this 7 day of June, 1990, before me, a Notary Public in and for the County of Linn, State of Iowa, personally appeared Donald J. Sullivan, Terrance J. Houlihan, and Gerald J. Houlihan, to me known to be the persons who executed the foregoing instrument and acknowledged that they executed the same as their voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed my notarial seal this day and year last written above.


NOTARY PUBLIC IN AND FOR THE STATE
OF IOWA

Receipt No. R153737

IOWA

SECRETARY OF STATE

490 DP-143488
H & S AUTO SALES, INC.
C/O LYNCH LAW FIRM
ATTN: JOHN M. TITLER
526 2ND AVE SE BOX 2457
CEDAR RAPIDS IA 52406

ACKNOWLEDGMENT OF DOCUMENT FILED

The secretary of state acknowledges receipt of the following document from the filing party named above:

Articles of Incorporation

The document was filed on June 13, 1990, at 13:32.

The amount of \$50.00 was received in full payment of the filing fee.

Daine Dwyer

SECRETARY OF STATE