

ARTICLES OF INCORPORATION OF
HARD ROCK POINT, INCORPORATED

189944

TO THE SECRETARY OF THE STATE OF IOWA:

I, the undersigned, acting as incorporator of the Corporation under the Iowa Business Corporation Act, Chapter 490, Code of Iowa, hereby adopt the following Articles of Incorporation for such Corporation:

I. The name of the Corporation is Hard Rock Point, Inc.

II. The purpose which the Corporation is authorized to pursue is, or includes, the transaction of any and all lawful business for which the Corporation may be incorporated under the Iowa Business Corporation Act.

III. The aggregate number of shares which the Corporation shall have authority to issue is Five Hundred Thousand (500,000) shares of Class A Voting Common Stock. The designation of the class, the number of the class and the par value, if any, of the shares of the class or a statement that the shares are without par value, are as follows:

<u>Class</u>	<u>No. of Shares</u>	<u>Par Value Per Share</u>
Class A Voting Common Stock	500,000	No Par Value

IV. The street address of the Corporation's initial registered office is 108 North Madison Street, P.O. Drawer D, Manchester, Iowa 52057; the name of its initial registered agent at said address is Daniel H. Swift.

V. The number of directors constituting the initial Board of Directors of the Corporation is two and the name and addresses of said persons who are to serve as Directors until the first annual meeting of the Shareholders, or until their successors are elected, and shall qualify are:

<u>Name</u>	<u>Address</u>
Evan R. Hughes	2415-31st Street SW Cedar Rapids, Iowa 52404
Jeffrey J. Tegeler	701 East Main Street Manchester, Iowa 52057

VI. The names and addresses of the initial officers of the Corporation who shall serve until the first meeting of the Board of Directors, or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Jeffrey J. Tegeler	President	701 East Main Street Manchester, Iowa 52057
Evan R. Hughes	Vice President	2415-31st Street SW Cedar Rapids, Iowa 52404

VII. Pursuant to the provisions of Section 490.832 of the Iowa Business Corporation Act, this corporation contains a provision eliminating the personal liability of a Director to the Corporation or its Shareholders for monetary damages for breach of fiduciary duties as a Director, provided, that said limitation does not eliminate or limit the liability of a Director for a breach of the Director's duty of loyalty to the Corporation or its Shareholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or for a transaction from which the Director derives an improper personal benefit, or under Section 490.833 of the Iowa Business Corporation Act. This provision does not in any way 00817

limit the Corporation to participate and make decisions concerning indemnification pursuant to the provisions of Section 490.850 et seq. of the Iowa Business Corporation Act.

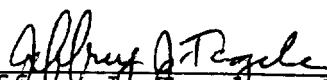
VIII. The Corporation reserves the right from time to time to amend, alter, repeal or add any provisions to its Articles of Incorporation, in the manner now or hereafter proscribed by law. At any meeting of the Shareholders at which a proposed amendment is duly submitted in the manner proscribed by law, modifications or revisions of such proposed amendment may be submitted, voted upon and adopted at such meeting and in the manner and to the same affect as the original proposed amendment.

IX. The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The power to amend, alter, or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors.

X. The By-Laws may contain any provisions restricting transfer of shares.

XI. Any and all transactions of this Corporation in regards to conveyance or encumbrance of real estate owned by the Corporation shall be signed by both the President and Vice President of the Corporation.

DATED THIS 20 DAY OF OCTOBER, 1995.



Jeffrey J. Tegeler, Incorporator
701 East Main Street
Manchester, Iowa 52057

DATED THIS 20th DAY OF OCTOBER, 1995.



Evan R. Hughes, Incorporator
2415-31st Street SW
Cedar Rapids, Iowa 52404

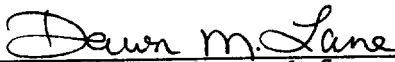
STATE OF IOWA)
) ss.
COUNTY OF LINN)

I, Jeffrey J. Tegeler, being first duly sworn on oath, depose and state that I am the incorporator named in the foregoing Articles of Incorporation of Hard Rock Point, Incorporated; that I have read the same and the statements and allegations contained therein are true as I verily believe.

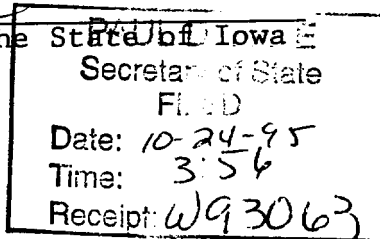

Jeffrey J. Tegeler

Subscribed and sworn to before me this 20 day of October, 1995.

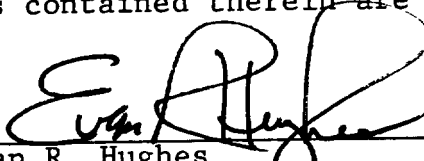



Notary Public in and for the State of Iowa

STATE OF IOWA)
) ss.
COUNTY OF LINN)

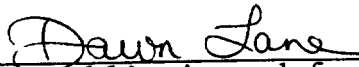


I, Evan R. Hughes, being first duly sworn on oath, depose and state that I am the incorporator named in the foregoing Articles of Incorporation of Hard Rock Point, Incorporated; that I have read the same and the statements and allegations contained therein are true as I verily believe.


Evan R. Hughes

Subscribed and sworn to before me this 20 day of October, 1995.




Notary Public in and for the State of Iowa

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HARD ROCK POINT, INC.
DANIEL H SWIFT
108 N MADISON ST
PO DRAWER D
MANCHESTER, IA 52057

170-1304
DELAWARE COUNTY IOWA
FILED

'95 NOV 3 AM 11 42

BOOK 8 PAGE 249
DEBORAH L. PEYTON
DELAWARE CO. RECORDER
\$26.00

Hard Rock Point

Swift & Swift