Delaware

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ARTICLES OF INCORPORATION

1991 JAN 11 AM 10:56

RECEIVED
SECRETARY OF STATE

OF

MONAGHAN FINANCIAL SERVICES LTD.

TO: THE SECRETARY OF STATE OF THE STATE OF IOWA

Pursuant to Section 202 of the Iowa Business Corporation Act, the undersigned, acting as Incorporator of a Corporation, adopts the following Articles of Incorporation for the Corporation.

ARTICLE I

NAME

The name of the Corporation shall be:

MONAGHAN FINANCIAL SERVICES LTD.

ARTICLE II

STOCK

A. Authorized Shares The aggregate number of shares which the corporation shall have the authority to issue is 100,000, of which 50,000 shares without par value shall be designated "Class A Common Shares" and 50,000 shares without par value shall be designated "Class B Common Shares".

B. Relative Rights & Preferences The relative rights, privileges and limitations of the Class A Common Shares and Class B Common Shares shall be in all respects identical, share for share, except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Common Shares and, except as otherwise required by law, the holders of the Class B Common Shares shall not have any voting power or be entitled to receive any notice of meetings of shareholders. Distributions of either Class A Common Shares or Class B Common Shares may, in the discretion of the Board of Directors, be made to the holders of either or both classes of shares.

C. Pre-emptive Rights Denied No holder of any shares of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of the Corporation of any class now or hereafter authorized or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to describe for, purchase, or otherwise acquire such shares.

FILE No. 67-1633	FILED FOR RECORD THE 18 DAY OF	STATE OF IOWA, DELAWARE COUNTY
RECORDING FEE $ 20.00	January 19 91 AT 11:43	Joan Sheppard, Recorder
TRANSFER FEE $	O'CLOCK A M. BOOK 8 PAGE 77	By Art of Inc., Deputy

ARTICLE III

REGISTERED AGENT

The address of the initial registered office of the corporation shall be 310 East Main Street, Manchester, Iowa 52057, and the registered agent for the corporation shall be Leo K. Monaghan.

ARTICLE IV

BOARD OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) nor more than three (3) in number. The name and address of the person who will make up the initial Board of Directors and who is serving as director until the first annual meeting of the shareholders or until his successor is elected and shall qualify is:

Leo K. Monaghan
117 Crescent Drive
Manchester, Iowa 52057

ARTICLE V

INDEMNIFICATION OF DIRECTORS

No director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for such acts or omissions not in good faith, or which involve intentional misconduct, or which involve a knowing violation of law, or which involve a transaction from which the director derives an improper personal benefit, or which involve a distribution made in violation of Iowa Law and the Articles of Incorporation.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator of this corporation is:

Leo K. Monaghan
117 Crescent Drive
Manchester, Iowa 52057

Signed this 9th day of January, 1991, at Manchester, Delaware County, Iowa.

Leo K. Monaghan

Leo K. Monaghan, Incorporator

STATE OF IOWA)
) ss:
COUNTY OF DELAWARE)

On this 9th day of January, 1991, before me personally appeared Leo K. Monaghan, to me known to be the person named in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same as his voluntary act and deed.

Stephanie L. Swanson

NOTARY PUBLIC IN AND FOR THE STATE OF IOWA

NOTARIAL SEAL IOWA
STEPHANIE L. SWANSON
MY COMMISSION EXPIRES
11-2-92

IOWA

Receipt No. R167713

SECRETARY OF STATE

490 DP-147852
MONAGHAN FINANCIAL SERVICES LTD.
C/O HANSON & WERGER LAW OFFICE
ATTN: THOMAS J. HANSON
401 E MAIN ST
MANCHESTER, IA 52057

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 Jan. 11, 1991, at 10:56.

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

Elaine Baxter

SECRETARY OF STATE

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