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October 2, 2001


Florida Secretary of State
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

In Re: BG Automotive and Marine Services, Inc.
Our File No. 42313

Dear Secretary of State:

Enclosed for filing you will find the original and two copies of the Articles of Incorporation for the above-named corporation. Please file the original and file stamp the enclosed copies and return them to me in the enclosed envelope.

Sincerely,


Samuel I. Kreamer, J.D., C.P.A.

SIK/sc

Enclosures

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D. BROWN OCT - 9 2001

ARTICLES OF INCORPORATION
OF
BG AUTOMOTIVE AND MARINE SERVICES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Section 607 of the Florida Business Corporation Act, the undersigned, D. Jeffery Creger and Wade Greseth, acting as Incorporators of a Corporation, adopts the following Articles of Incorporation for the Corporation.

ARTICLE I

NAME

The name of this Corporation is:

BG Automotive and Marine Services, Inc.

ARTICLE II

PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 161 U.S. Highway 1, Rockland Key, Suite 16, Key West, Florida 33040. The principal office of the Corporation may be changed to another location in Florida.

ARTICLE III

PURPOSE

The primary purpose for which the Corporation is organized is to sell automotive and marine products and services, but the Corporation may also engage in any other business which shall be lawful for a Florida corporation to transact.

ARTICLE IV

SHARES

Section 1. **Common Stock.** The number of shares the Corporation is authorized to issue is One Million (1,000,000) shares of Common Stock, each share being entitled to one (1) vote, which will be non-cumulative, and will share equally in the management of the business of the Corporation and in its liquidation.

Section 2. **Other Rights.** The Board of Directors may grant rights, warrants, or options to subscribe for, purchase, or otherwise acquire any share of stock in the Corporation, now, or hereinafter authorized, or any bonds or obligations for securities of the Corporation, under any terms or conditions. There shall be no pre-emptive rights.

ARTICLE V

INITIAL OFFICERS/DIRECTOR

The initial officers of this Corporation shall be:

President:	D. Jeffrey Creger 2378 N.W. 150 th Street Clive, Iowa 50325-4510	Treasurer:	Dale A. Eastman 12245 Stratford Drive Clive, Iowa 50235
Vice President:	Wade Greseth 2742 220 th Street Winterset, Iowa 50273	Secretary:	Samuel I. Kreamer 699 Walnut Ste. 1500 Des Moines, Iowa 50309

The initial director of this Corporation shall be:

D. Jeffrey Creger
2378 N.W. 150th Street
Clive, Iowa 50325-4510

ARTICLE VI

REGISTERED AGENT

The initial Registered Agent of this Corporation is Wade Greseth, and the initial Registered Office is located at 161 U.S. Highway 1, Rockland Key, Suite 16, Key West, Florida 33040.

ARTICLE VII

INCORPORATORS

The Incorporators of this Corporation shall be:

D. Jeffrey Creger 2378 N.W. 150 th Street Clive, Iowa 50325-4510	Wade Greseth 2742 220 th Street Winterset, Iowa 50273
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ARTICLE VIII

DURATION

The Corporation shall have perpetual duration and shall commence on the date of filing of record with approval of these Articles by the Secretary of State of the State of Florida.

ARTICLE IX

PUBLIC LIABILITY

A director or an officer of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted by law as currently in effect or as the same may hereafter be amended.

No amendment, modification or repeal of this Article shall adversely affect any right or protection of a director or officer that exists at the time of such amendment, modification or repeal.

Signed and dated for reference this 27 day of September, 2001.

INCORPORATORS:

D. Jeffery Greger
D. Jeffery Greger

Wade Greseth
Wade Greseth

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Wade Greseth
Wade Greseth

9-27-01
Date