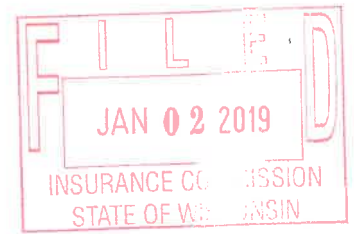


AMENDED AND RESTATED
ARTICLES OF INCORPORATION

SU Insurance Company



Pursuant to Sections 180.1007 and 611.29 of the Wisconsin statutes, these amended and restated articles of incorporation of the corporation named in Article I, below (the “Corporation”), supersede and take the place of the existing articles of incorporation of the Corporation and any and all amendments thereto.

ARTICLE I

Name

The name of the Corporation is SU Insurance Company.

ARTICLE II

Purpose

The Corporation is organized under Chapter 611 of the Wisconsin statutes for the purpose of engaging in any lawful activity for which stock insurance companies may be organized under the laws of the State of Wisconsin, as they are or may hereafter be amended.

ARTICLE III

Capital Stock

The aggregate number of shares which the Corporation has authority to issue is One Hundred Thousand (100,000) shares, consisting of two classes, voting common stock and nonvoting common stock, all of which have a par value of Two Hundred Fifty Dollars (\$250.00). The total number of shares of voting common stock authorized shall be Twenty Thousand (20,000) and the total number of shares of nonvoting stock authorized shall be Eighty Thousand (80,000). No fractional shares shall be issued unless authorized under Chapter 611 of the Wisconsin statutes.

ARTICLE IV

Registered Office and Agent

The initial registered office is located in Milwaukee County, Wisconsin. The address of such registered office and the initial registered agent at such address are as follows:

Michael H. Polaski
9667 South 20th Street
Oak Creek, Wisconsin 53154-4946

ARTICLE V

Quorum and Voting Requirements

The Bylaws of the Corporation may provide for greater or lower quorum requirement(s) or greater voting requirement(s) for shareholders or voting groups of shareholders in accordance with the provisions of Chapter 611.

ARTICLE VI

Effective Time

These Articles shall be effective upon the issuance by the Wisconsin Commissioner of Insurance of a Certificate of Authority identifying the Corporation as a domestic stock corporation under Chapter 611 of the Wisconsin statutes.

ARTICLE VII

Incorporator

The name and address of the Incorporator is:

Thomas J. Nichols
Meissner Tierney Fisher & Nichols S.C.
111 E. Kilbourn Ave., 19th Floor
Milwaukee, WI 53202-6622