

WELLPOINT HEALTH NETWORKS INC.
Certificate of Assistant Secretary

I, Robert A. Kelly, Assistant Secretary of WellPoint Health Networks Inc., a Delaware corporation (the "Company"), hereby certify in my capacity as an officer of the Company that attached hereto as Exhibit A is a true and complete copy of resolutions of the Board of Directors of the Company duly adopted at a meeting duly called and held on June 3, 2003. Such resolutions remain in full force and effect as of the date hereof, and the Board of Directors has not taken any action that would modify or revise such resolutions.

IN WITNESS WHEREOF, I have hereunto signed my name.

Dated: June 16, 2003

WELLPOINT HEALTH NETWORKS INC.,
a Delaware corporation

By: 
Robert A. Kelly
Assistant Secretary

**RESOLUTIONS OF THE
BOARD OF DIRECTORS OF
WELLPOINT HEALTH NETWORKS INC.
JUNE 3, 2003**

RESOLVED, that it is prudent and in the best interests of WellPoint Health Networks Inc., a Delaware corporation (the "Corporation"), and its shareholders for the Corporation to enter into the Agreement and Plan of Merger, dated as of June 3, 2003 (the "Merger Agreement"), among Cobalt Corporation, a Wisconsin corporation ("Cobalt"), Crossroads Acquisition Corp., a Delaware corporation ("Newco"), and the Corporation, substantially in the form presented to this board, pursuant to which, among other things, Cobalt will merge with and into Newco (the "Merger") and, in accordance with the terms and conditions of the Merger Agreement, each then outstanding share of common stock, no par value, of Cobalt (the "Cobalt Common Stock") (other than (i) Target Treasury Shares (as defined in the Merger Agreement), and (ii) shares owned by the Corporation and Newco) will be converted into the right to receive the Merger Consideration (as defined in the Merger Agreement); and that the Merger Agreement and the transactions contemplated thereby be, and each of them hereby is, in all respects authorized and approved; and that the appropriate officers of the corporation be, and each of them hereby is, authorized to execute and deliver on behalf of the Corporation the Merger Agreement with such changes therein and additions or amendments thereto, with any and all ancillary documents, in such form as the officer or officers executing the Merger Agreement or such ancillary documents shall approve, such officers' execution thereof to be conclusive evidence of such approval; and further

RESOLVED, that it is prudent and in the best interests of the Corporation and its shareholders for the Corporation to enter into each of the Voting and Lockup Agreement, dated as of June 3, 2003 (the "Voting Agreement") between the Corporation and Wisconsin United for Health Foundation, Inc., a Wisconsin nonstock corporation (the "Foundation"), and the Registration Rights Agreement, dated as of June 3, 2003 (the "Registration Rights Agreement," and, together with the Voting Agreement and the Merger Agreement, the "Agreements") between the Corporation and the Foundation, each substantially in the form presented to this board; and that the Voting Agreement and the Registration Rights Agreement and the transactions contemplated thereby be, and each of them hereby is, in all respects authorized and approved; and that the appropriate officers of the corporation be, and each of them hereby is, authorized to execute and deliver on behalf of the Corporation the Voting Agreement and the Registration Rights Agreement with such changes therein and additions or amendments thereto and any and all ancillary documents, in such form as the officer or officers executing the Voting Agreement and the Registration Rights Agreement or such ancillary documents shall approve, such officers' execution thereof to be conclusive evidence of such approval; and further

RESOLVED, that the issuance (the "Stock Issuance") of such number of shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of the Corporation as shall be determined by the proper officers of the Corporation in connection with the transactions contemplated by the Merger Agreement, including without limitation issuances pursuant to the exercise of any employee and director stock options of Cobalt to be assumed by or transferred to

the Corporation pursuant to the Merger Agreement, be, and they hereby are, approved and that the Common Shares be validly issued, fully paid and non-assessable; and further

RESOLVED, that such number of shares of Common Stock shall be reserved, subject to adjustment, for issuance and delivery in connection with the transactions contemplated by the Merger Agreement; and further

RESOLVED, that at the Effective Time (as defined in the Merger Agreement”), each outstanding stock option granted under any stock option plan of Cobalt and outstanding immediately prior to the Effective Time (each, a “Cobalt Stock Right”) shall cease to represent a right to acquire shares of Cobalt Common Stock and shall be converted automatically into an option (a “New Stock Right”) to purchase shares of Common Stock, and the Corporation shall assume each such Cobalt Stock Right subject to the terms thereof; and further

RESOLVED, that from and after the Effective Time: (i) the number of shares of Common Stock purchasable upon exercise of each Cobalt Stock Right shall be equal to the product of (x) the number of shares of Cobalt Common Stock remaining subject (as of immediately prior to the Effective Time) to such Cobalt Stock Right, and (y) the exchange ratio specified in the Merger Agreement (the “Exchange Ratio”), and rounding down any fractional shares of Common Stock resulting from such multiplication to the nearest whole share; and (ii) the exercise price per share of Common Stock under the New Stock Rights shall be equal to the exercise price per share of Cobalt Common Stock under such Cobalt Stock Right divided by the Exchange Ratio, and rounding up such exercise price to the nearest whole cent; and further

RESOLVED, that the Corporation shall prepare and file with the Securities and Exchange Commission (the “Commission”) one or more registration statements on Form S-4, Form S-8, Form S-3 or other Form (the “Registration Statements”) as shall be determined by the proper officers of the Corporation, including any amendments thereto, including post-effective amendments or supplements, in connection with the Merger and the Stock Issuance; and further

RESOLVED, that Thomas C. Geiser, or such other person as he may designate, is hereby designated and appointed as the agent for the Corporation for the receipt of notices or communications from the Commission with respect to the Registration Statements or any amendment or supplement thereof with all the powers set forth in the rules and regulations of the Commission, and further

RESOLVED, that upon the execution of the Registration Statements or any amendments thereto, including post-effective amendments, by directors and officers of the Corporation as required by law, either in person or by a duly authorized attorney-in-fact, the officers of the Corporation are each hereby authorized to cause the Registration Statements and any amendments thereto, including post-effective amendments or supplements, to be filed with the Commission and to execute and file all such instruments, make all such payments, and do such other acts and things as, in their opinion or in the opinion of any of them, may be necessary or desirable in order to effect such filing, to comply with the rules and regulations under the Securities Act of 1933, as amended (the “Securities Act”), and the Securities Exchange Act of 1934, as amended, to cause the Registration Statements to become effective under the Securities

Act, and to maintain the Registration Statements in effect for as long as they deem it to be in the best interests of the Corporation; and further

RESOLVED, that the officers of and counsel for the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to prepare and file all such applications and any and all certificates, documents, declarations, letters and other instruments with all appropriate Federal, state, foreign or other governmental authorities (including, without limitation, the Wisconsin Office of the Commissioner of Insurance) necessary, appropriate or desirable for approval of the transactions contemplated by the Agreements, including the Merger, with full power and authority by such officers and counsel to take any and all such action as may be necessary or advisable in their judgment to obtain such approvals; and further

RESOLVED, that the executive officers of the Corporation are each hereby authorized, in the name and on behalf of the Corporation, to make a supplemental application to the New York Stock Exchange for the listing thereon of the Common Stock to be issued in connection with the Stock Issuance and that each such officer, or such other persons as such officer may designate in writing, is authorized to appear before any official or officials or before any body of any such exchange, and to execute and deliver any and all papers and agreements, specifically including, without limitation, indemnity agreements for the benefit of any such exchange relating to the use of facsimile signatures, and to do any and all things which may be necessary to effect such listing; and further

RESOLVED, that the executive officers of the Corporation are hereby authorized, in the name and on behalf of the Corporation, to appoint an Exchange Agent (the "Exchange Agent"), in accordance with the Merger Agreement, for the purpose of, among other things, exchanging certificates representing shares of Cobalt Common Stock for shares of WellPoint Common Stock to be issued in the Merger. The Exchange Agent shall act under the direction and supervision of such executive officers in all matters arising out of or pertaining to the exchanging of such shares; and further

RESOLVED, that the executive officers of the Corporation are hereby authorized, in the name and on behalf of the Corporation, to execute and deliver an agreement or such other documents in connection with the foregoing resolution, on such terms as such executive officers deem necessary, advisable or appropriate, and that the Corporation is authorized to pay any and all expenses and fees arising in connection therewith; and further

RESOLVED, that, if the conditions set forth in the Merger Agreement shall have been fulfilled or waived the executive officers of the Corporation be, and each of them hereby is, authorized to consummate the Merger in accordance with the Merger Agreement, and in connection therewith, to cause Newco to execute and file all documents and instruments in the name of Newco (under corporate seal or otherwise), as they shall deem necessary or desirable, including without limitation, the filing of Articles of Merger or other appropriate documents in accordance with the relevant provisions of applicable law, in order to effectuate the Merger pursuant to the Merger Agreement; and further

RESOLVED, that the engagement of JPMorgan as financial advisors to the Corporation and for purposes of providing a fairness opinion typical for transactions of this type relating to the Merger Agreement and the transactions contemplated thereby is hereby confirmed and ratified in all respects; and further

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed to take, or cause to be taken, all actions, to make, or cause to be made, all filings and deeds, and to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name and on behalf of the Corporation or otherwise and to pay all charges, fees, taxes and other expenses, from time to time as each such officer may deem necessary, desirable or appropriate to provide for the consummation of the transactions contemplated by the Agreements and to effectuate and accomplish the purpose and intent of the foregoing resolutions, and the actions heretofore taken and to be taken by any officer in that connection are hereby ratified, confirmed and approved in all respects, and further

RESOLVED, that, for purposes of carrying out the foregoing resolutions, any person authorized to execute any document or take or cause to be taken any action on behalf of the Corporation is authorized to grant, execute and deliver a power of attorney, individually or in the name and on behalf of the Corporation, to any other person, whether or not an employee of the Corporation, as the person executing the power of attorney may deem appropriate, and any action taken by any such duly authorized person pursuant to and within the scope of any such power of attorney is hereby ratified and confirmed as the act and deed of the Corporation; and further

RESOLVED, that the Secretary and the Assistant Secretary of the Corporation be, and each of them hereby is, authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary or appropriate in the opinion of such Secretary or Assistant Secretary, a true copy of the foregoing resolution.