

**AMENDED ARTICLES OF INCORPORATION  
OF  
COBALT CORPORATION**

This corporation is organized under Chapter 180 of the Wisconsin Statutes.

**ARTICLE I  
NAME**

The name of the corporation is **Cobalt Corporation** (the "Corporation").

**ARTICLE II  
AUTHORIZED CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) shares, consisting of one class only of common stock and having no par value per share.

**ARTICLE III  
BOARD OF DIRECTORS**

The number of directors constituting the Board of Directors of the Corporation shall be fixed by or in the manner provided by the Bylaws of the Corporation.

**ARTICLE IV  
REGISTERED AGENT**

The name and address of the registered agent and registered office of the Corporation are MIBEF Corporate Services, Inc., 100 East Wisconsin Avenue, Suite 3300, Milwaukee, Wisconsin 53202.

**ARTICLE V  
LIABILITY FOR BREACH OF FIDUCIARY DUTY**

A director of the Corporation shall not be personally liable to the Corporation, its shareholders, or any person asserting rights on behalf of the corporation or its shareholders, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a director, unless the person asserting liability proves that the breach or failure to perform constitutes any of the following:

- (i) a willful failure to deal fairly with the Corporation or its shareholders in connection with a matter in which the director has a material conflict of interest;
- (ii) a violation of criminal law, unless the director had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful;
- (iii) a transaction from which the director derived an improper personal profit;
- (iv) willful misconduct; or
- (v) liability arising under Section 180.0833 of the Wisconsin Business Corporation Law ("WBCL").

If the WBCL is hereafter amended to authorize, with the approval of a corporation's shareholders, further reductions in the liability of a corporation's directors for breach of fiduciary duty, then a director of the Corporation shall not be liable for any such breach to the fullest extent permitted by the WBCL as so amended. Any repeal or modification of the foregoing provisions of this Article V by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.