

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

**OF
MILWAUKEE INSURANCE COMPANY
(a Wisconsin Stock Insurance Corporation)**

These Amended and Restated Articles of Incorporation supercede and take the place of the heretofore existing Articles of Incorporation, and all amendments thereto, of Milwaukee Mutual Insurance Company, a corporation organized under Chapter 611 of the Wisconsin Statutes.

ARTICLE I.

Name

The name of the Corporation is Milwaukee Insurance Company (the "Corporation").

ARTICLE II.

Purpose

The purpose for which this Corporation is organized is to engage in any lawful activity within the purposes for which insurance corporations may be organized under the provisions of Chapter 611 of the Wisconsin Statutes.

ARTICLE III.

Capital Stock

A. The aggregate number of shares which the Corporation shall have authority to issue is Two Million (2,000,000) of a single class designated as "Common Stock," having a par value of \$1.00 per share.



B. No shareholder of the Corporation shall have any preemptive or other subscription rights nor be entitled, as of right, to purchase or subscribe for any part of the unissued stock of this Corporation or of any additional stock issued by reason of any increase in authorized capital stock of this Corporation or other securities, whether or not convertible into stock of the Corporation.

C. Each share of Common Stock shall have one vote in any and all matters affecting the Corporation.

ARTICLE IV.

Limitations on Transfer of Stock

The transferability of any of the stock of the Corporation may be restricted from time to time by the shareholders by appropriate provision in the By-laws or by agreement or agreements entered into by any shareholder or shareholders with the Corporation and/or any other shareholder or shareholders, and/or with any third persons, and the shares of stock of such shareholder or shareholders thereupon shall be subject to such By-laws, agreement or agreements and shall be transferable only upon proof of compliance therewith; provided, however, that such By-laws, agreement or agreements shall be filed with the Corporation and reference thereto placed on the certificate or certificates of stock.

ARTICLE V.

Registered Office and Agent

The address of the registered office of the Corporation is 250 North Sunny Slope Road, #250, Brookfield, Waukesha County, WI 53005, and the name of the registered agent at such office is Daniel R. Doucette.

ARTICLE VI.

Directors

The number of directors may be fixed from time to time by the By-laws but shall not be less than the minimum number required by Wisconsin law. The directors need not be shareholders and officers need not be directors. Their terms (which may include staggered terms) and the manner of their election shall be as provided in the By-laws.

ARTICLE VII.

Quorum and Voting Requirements

The By-laws of the Corporation may provide for a greater or lower quorum requirement or a greater voting requirement for shareholders or voting groups of shareholders than is provided by the Wisconsin Business Corporation Law.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation are executed on behalf of Milwaukee Insurance Company.

Dated: _____, 2001.

By _____
Daniel R. Doucette, President

Attest:

[THE CORPORATION
HAS NO SEAL]

By _____
Joseph C. Branch, Secretary

This instrument was drafted by Kevin G. Fitzgerald of Foley & Lardner.

Please return to:

Kevin G. Fitzgerald
Foley & Lardner
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