

TO ALL TO WHOM THESE PRESENTS SHALL COME:

I, ROBERT C. ZIMMERMAN, Secretary of State
 of the State of Wisconsin and Keeper of the Great Seal thereof, do hereby certify that the
 annexed xerox copy of Amendment to Articles of Incorporation
 of
 KOEHRING COMPANY


(filed March 28, 1968)

has been compared by me with the record on file in this Department and that the same is
 a true copy thereof, and of the whole of such record; that I am the legal custodian of such
 record, and that this certification is in due form.



In Testimony Whereof, I have hereunto
 set my hand and affixed the Great Seal
 of the State at the Capitol, in the City
 of Madison, this 8th day of April,

A. D. 19 68


 ROBERT C. ZIMMERMAN, Secretary of State

This certificate must be returned to the Secretary of State to complete the legal requirements

OFFICE OF REGISTER OF DEEDS

The undersigned, as Register of Deeds of Milwaukee county, Wisconsin,
certifies that, on the 29th day of March, 1968, there was received and
accepted for record in my office an instrument on behalf of

Koehring Company

(Name of Corporation)

which instrument bears the certificate of the Secretary of State of Wisconsin and is described in such
certificate as

Amendment to Articles of Incorporation

(Show nature of instrument)

Witness my hand and official seal this 29th day of March, 1968

(Seal)

Milwaukee

Register of Deeds

Clement Stachowiak

CERTIFICATE OF DEEDS

ARTICLES OF AMENDMENT

The undersigned Vincent R. Peterson and John F. Friedl do hereby certify that they are the Vice President and Assistant Secretary, respectively, of the Koehring Company, a Wisconsin corporation, and do further certify that the attached resolution establishing a Series I Convertible Preferred Stock of the Koehring Company is a true and correct copy of the original resolution duly adopted pursuant to Section 180.12(4) of the Wisconsin Statutes by unanimous written consent of the Board of Directors of Koehring Company duly dated March 27, 1968.

Signed and sealed at Milwaukee, Wisconsin on March 27th, 1968.

KOEHRING COMPANY

Vincent R. Peterson

Vice President

John F. Friedl
Assistant Secretary

[Corporate Seal]

This document was drafted by James B. Farrell of Foley, Sammond & Lardner.

RESOLUTION ESTABLISHING
SERIES I CONVERTIBLE PREFERRED STOCK
BY AMENDMENT OF THE ARTICLES OF INCORPORATION
OF KOEHRING COMPANY

WHEREAS, under the provisions of Article III(A)(1) of the Restated Articles of Incorporation of Koehring Company and Section 180.12(4) of the Wisconsin Statutes, the Board of Directors has authority to divide into series the 2,500,000 shares of No-Par Preferred Stock of which 2,032,275 shares are presently authorized but unissued and undesignated as to series, and to determine and fix the relative rights and preferences of the shares of any series so established prior to the issuance thereof.

RESOLVED, that pursuant to Section 180.12(4) of the Wisconsin Statutes, the Board of Directors hereby amends the Restated Articles of Incorporation of this corporation by (i) eliminating the word "and" preceding the clause "375,163 shares are designated as 'Series H Convertible Preferred Stock'"; (ii) adding the clause "and 150,000 shares are designated as 'Series I Convertible Preferred Stock'." after such clause in the first paragraph of Article III, entitled "Capital Stock"; and (iii) adding the following Paragraph (10) to Section (A), entitled "No-Par Preferred Stock", of Article III, entitled "Capital Stock", of the Restated Articles of Incorporation:

"(10) Series I Convertible Preferred Stock.

(a) 150,000 shares of the No-Par Preferred Stock of this corporation are designated as Series I Convertible Preferred Stock, which shares have the rights and preferences hereinafter set forth.

(b) Dividends - Series I. The rate of dividends on the Series I Convertible Preferred Stock shall be \$1.25 for the dividend payable September 30, 1968 and thereafter \$2.50 per annum.

(c) Liquidation, Dissolution or Winding-Up - Series I. In case of voluntary or involuntary liquidation, dissolution, or winding-up of the corporation, the holders of Series I Convertible Preferred Stock

shall be entitled to receive out of the assets of the corporation in money or money's worth \$50.00 for each share of the Series I Convertible Preferred Stock, together with all accrued but unpaid dividends thereon, before any of such assets shall be paid or distributed to holders of Common Stock.

(d) Redemption - Series I. During the periods set forth below and upon notice of redemption mailed at least thirty (30) days prior to the date fixed for redemption to the holders of the shares to be redeemed at their respective addresses, as the same shall appear on the books of the corporation, the corporation, on the sole authority of its Board of Directors, shall have the right to redeem, at the redemption price per share set opposite the applicable period of redemption set forth below, all or any part of the Series I Convertible Preferred Stock not previously converted, plus all accrued but unpaid dividends thereon.

<u>Period During Which Date Fixed For Redemption Occurs</u>	<u>Per Share Re- demption Price</u>
Prior to January 1, 1970	\$55.00
January 1, 1970 through December 31, 1970	\$53.00
January 1, 1971 through December 31, 1971	\$51.00
After December 31, 1971	\$50.00

(e) Conversion Rights - Series I.

(i) Any holder of Series I Convertible Preferred Stock may convert such shares of Stock into shares of Common Stock on the basis herein provided, by surrender to the corporation for conversion at any place where the corporation shall at the time maintain an office or agency for the transfer of its Common Stock, of the certificate or certificates representing the share or shares so to be converted, and upon such surrender shall be entitled to receive therefor one or more certificates for shares of the Common Stock; provided, however, that the conversion right of any shares of Series I Convertible Preferred Stock which shall have been called for redemption shall terminate at the

close of business on the fifth day preceding the date fixed for the redemption of such shares.

(ii) For the purpose of such conversion, shares of Series I Convertible Preferred Stock shall at all times be taken to have a conversion value of \$50.00 per share.

(iii) Unless adjusted as hereinafter provided for in paragraph (5) hereto the basic conversion price per share of Common Stock shall be as follows:

<u>Conversion Period</u>	<u>Current Conversion Price</u>
Prior to January 1, 1969	
January 1, 1969 through December 31, 1969	\$51.00
January 1, 1970 through December 31, 1970	\$52.00
January 1, 1971 through December 31, 1971	\$52.00
January 1, 1972 through December 31, 1972	\$53.00
After December 31, 1972	\$54.00
	\$55.00

No reduction of the conversion price per share of Common Stock shall be made pursuant to paragraph (5) upon issuance by the corporation of any Common Stock upon conversion of any of the presently authorized shares of No-Par Preferred Stock.

Any adjustment of the applicable Current Conversion Price during any Conversion Period made pursuant to paragraph (5) hereto shall be carried forward and reflected in the Current Conversion Prices applicable to all subsequent Conversion Periods.