

State of DELAWARE

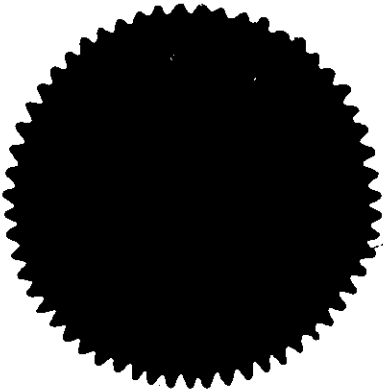


Office of SECRETARY OF STATE

*I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of*

Certificate of Amendment of "THE COCA-COLA COMPANY", as received and filed in this
office the third day of May, A.D. 1977, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand
and official seal at Dover this* third *day*
of May *in the year of our Lord*
one thousand nine hundred and seventy-seven.



Glenn C. Kenton

Secretary of State

W. B. Dole

Assistant Secretary of State

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

THE COCA-COLA COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at meetings of the Board of Directors on March 2, 1977 and April 4, 1977, resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

"RESOLVED, That the Certificate of Incorporation of this Company be and the same hereby is amended by changing the Article thereof numbered 'FOURTH', so that as amended said Article shall read as follows:

'FOURTH: The number of shares of stock that may be issued by said corporation is 140,000,000, and the 140,000,000 shares are to be common stock without nominal or par value.

'No stockholder shall have any preemptive right to subscribe to an additional issue of stock or to any security convertible into such stock.

'Each share of common stock of the Company without par value issued and outstanding or held in the treasury of the Company immediately prior to close of business on May 9, 1977, that being the time when the amendment of this Article FOURTH of the Certificate of Incorporation shall have become effective, is changed into and reclassified as two fully paid and non-assessable shares of common stock without par value.'"

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the annual meeting of the stockholders of said corporation was duly called and held May 2, 1977, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware

at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of the Corporation will not be reduced under or by reason of this amendment.

FIFTH: That said amendment is to be effective at the close of business on May 9, 1977.

IN WITNESS WHEREOF, said THE COCA-COLA COMPANY has caused this Certificate to be signed by CHARLES W. ADAMS, its Executive Vice President, and attested by MARION H. ALLEN, JR., its Assistant Secretary, this 9th day of May, 1977.

THE COCA-COLA COMPANY

By Charles W. Adams
(Charles W. Adams)
Executive Vice President

CORPORATE SEAL

ATTEST:

By Marion H. Allen, Jr.
(Marion H. Allen, Jr.)
Assistant Secretary