

CERTIFICATE OF ADOPTION OF
SECOND AMENDMENT TO RESTATED CERTIFICATE OF INCORPORATION
OF
ALBERTSON'S, INC. 76 JUL 6 AM 8 47

SECRETARY OF
STATE

DAVID L. WOLF and MINNIE O. ARMSTRONG, hereby certify that:

1. David L. Wolf is a duly elected, qualified and acting Senior Vice President of Albertson's, Inc., a Delaware corporation, and Minnie O. Armstrong is the duly elected, qualified and acting Secretary of said corporation;
2. On March 8, 1976, the Board of Directors adopted a resolution authorizing the Restated Certificate of Incorporation of Albertson's, Inc. to be amended by deleting Article NINTH. The Board further directed that such amendment be proposed at the next annual meeting of stockholders.
3. The annual meeting of stockholders of Albertson's, Inc. was held on May 28, 1976 pursuant to notice of said meeting dated April 23, 1976 which was mailed to all stockholders of record as of April 19, 1976. The said notice was given pursuant to Section 222 of the General Corporation Law of the State of Delaware and stated, among other things, that a specific purpose at the meeting was to amend the Restated Certificate of Incorporation of Albertson's, Inc. by deleting Article NINTH. The said notice also contained a copy of Article NINTH and a brief description of the effect of the proposed amendment.
4. The meeting of the stockholders of Albertson's, Inc. was duly convened and held, whereat the holders of a majority of all of the issued and outstanding Common Shares voted to amend the Restated Certificate of Incorporation of Albertson's, Inc. by deleting Article NINTH, which Article NINTH read as follows:

"NINTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in

value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation."

5. At said annual meeting, of the 7,293,620 3/4 Common Shares entitled to vote, 6,219,225 were represented in person or by proxy, and 5,855,266 voted in favor of the amendment.

6. Based on the foregoing, the Restated Certificate of Incorporation of Albertson's, Inc. has been duly amended to delete Article NINTH in its entirety pursuant to Section 242(c) of the Delaware Corporation Law.

7. As a result of the deletion of Article NINTH as described herein, Article TENTH is hereby redesignated as Article NINTH; Article ELEVENTH is redesignated Article TENTH; Article TWELFTH is redesignated as Article ELEVENTH; and Article THIRTEENTH is redesignated Article TWELFTH.

Executed in multiple copies this 8th day of June, 1976.

SEAL


David L. Wolf, Senior Vice President

ATTESTED BY 
Minnie O. Armstrong, Secretary

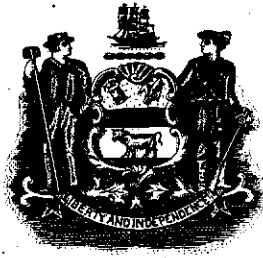
STATE OF IDAHO) SS.
COUNTY OF ADA)

On this 8th day of June, 1976, personally came before me, the undersigned, a Notary Public in and for the County and State aforesaid, DAVID L. WOLF, a Senior Vice President of ALBERTSON'S, INC., a corporation of the State of Delaware, the Corporation described in the foregoing instrument, known to me personally to be such, and that he, the said DAVID L. WOLF, as such Senior Vice President, duly executed said instrument before me and acknowledged said instrument to be his act and deed and the act, deed and agreement of said Corporation; that the signatures of said Senior Vice President and Secretary of said Corporation to said foregoing instrument are in the handwriting of the said Senior Vice President and of the Secretary of said Corporation, respectively, and that the seal affixed to said instrument is the common or corporate seal of said Corporation, and that the act of sealing, executing, acknowledging and delivering said instrument was duly authorized by the Board of Directors of said Corporation, and that the facts stated therein are true and it is their act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

My commission expires
March 5, 1979


Notary Public for the State of Idaho
Residing at Boise, Idaho

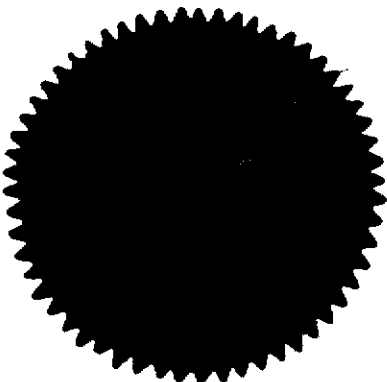


State of DELAWARE

Office of SECRETARY OF STATE

I, Robert H. Reed, 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 "ALBERTSON'S, INC.", as received and filed in this
office the sixteenth day of June, A.D. 1976, at 9 o'clock A.M.

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



Robert H. Reed

Robert H. Reed

Secretary of State

Grover A. Biddle

Grover A. Biddle Assistant Secretary of State