

CERTIFICATE OF AMENDMENT TO
RESTATED CERTIFICATE OF INCORPORATION

THOMAS R. SALDIN and MINNIE O. ARMSTRONG, hereby certify that:

1. THOMAS R. SALDIN is the duly elected, qualified and acting Vice President and General Counsel of Albertson's, Inc., a Delaware corporation, and Minnie O. Armstrong is the duly elected, qualified and acting Secretary of said corporation.

2. On February 28, 1983, the Board of Directors adopted a resolution authorizing an amendment to the Restated Certificate of Incorporation of Albertson's, Inc., and specifically Article FOURTH thereof, for the purpose of increasing the authorized capital stock of the Corporation from 25,000,000 Common Shares to 100,000,000 Common Shares. 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 27, 1983 pursuant to notice of said meeting dated April 15, 1983, which was mailed to all stockholders of record as of April 11, 1983. 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 of the meeting was to amend Article FOURTH of the Restated Certificate of Incorporation to increase the authorized capital stock from 25,000,000 Common Shares to 100,000,000 Common Shares. The said notice also contained 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 Article FOURTH of the Restated Certificate of Incorporation of Albertson's, Inc.

5. At said annual meeting, of the 16,331,588 Common Shares entitled to vote, 13,376,948 shares were represented in person or by proxy, and 13,001,475 shares voted in favor of the amendment.

6. Based on the foregoing, the Restated Certificate of Incorporation of Albertson's, Inc., and specifically Article FOURTH thereof, has been duly amended pursuant to Section 242 of the Delaware Corporation Law, and said Article FOURTH as amended, does and shall read as follows:

FOURTH: The aggregate number of shares which this Corporation has authority to issue is one hundred million (100,000,000). All such shares are to be Common Stock and have a par value of \$1.00 per share.

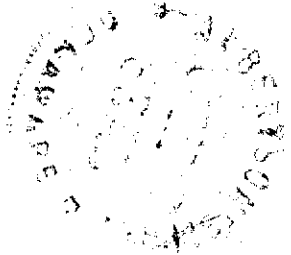
The designations and powers, preferences, and rights, and the qualifications, limitations or restrictions of said Common Stock of the Corporation are respectively set forth in the following provisions:

1. The Board of Directors is authorized, subject to the provisions of law, to provide by resolutions from time to time for issuance of the Common Stock.
2. Subject to the provisions of law, dividends may be paid on the Common Stock of the Corporation at such time and in such amounts as the Board of Directors may deem advisable.
3. The Board of Directors of the Corporation is authorized to effect the elimination of shares of its Common Stock purchased or otherwise acquired by the Corporation from the authorized capital stock or number of shares of the Corporation in the manner provided for in the General Corporation Law of Delaware.
4. No holder of Common Stock shall have any preemptive right to subscribe to stock, obligations, warrants, rights to subscribe to stock or other securities of any class, whether now or hereafter authorized unless otherwise provided by resolution of the Board of Directors.
5. Subject to the provisions of law and the foregoing provisions of this Restated Certificate of Incorporation, the Corporation may issue shares of its Common Stock, from time to time, for such consideration (not less than the par value or stated value thereof) as may be fixed by the Board of Directors, which is expressly authorized to fix the same in its absolute and uncontrolled discretion, subject as aforesaid. Shares so issued, for which the consideration has been paid or delivered to the Corporation, shall be deemed fully paid stock, and shall not be liable to any further call or assessments thereon, and the holders of such shares shall not be liable for any further payments in respect of such shares.

In no event is the Corporation required to issue any fractional shares, such being subject to the determination of the Board of Directors.

All of which appears upon and is of record in the Minutes of said meeting duly recorded in the Minute Book of said Corporation.

Executed in triplicate this 27th day of May, 1983.


Thomas R. Saldin
Thomas R. Saldin, Vice President and
General Counsel

Attested By:

Minnie O. Armstrong
Minnie O. Armstrong, Secretary

STATE OF IDAHO)

: ss.

COUNTY OF ADA)

On this 27th day of May, 1983, personally came before me, the undersigned, a Notary Public in and for the County and State aforesaid, THOMAS R. SALDIN, Vice President and General Counsel 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 THOMAS R. SALDIN, Vice President and General Counsel, 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 Vice President and General Counsel and Secretary of said Corporation to said foregoing instrument are in the handwriting of the said Vice President and General Counsel 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
Lifetime

Carol J. Wood
Notary Public for the State of Idaho
Residing at Boise, Idaho



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SECRETARY OF STATE

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 attached is a true and correct copy of
Certificate of Amendment
filed in this office on June 1, 1983.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: M. Toal

DATE: June 1, 1983