

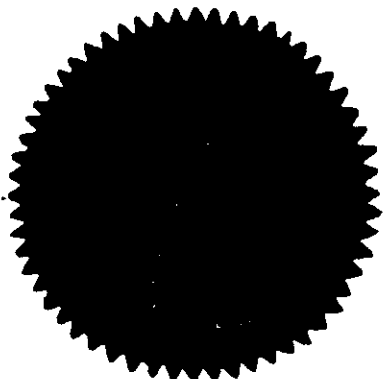
# State of Delaware



## Office of Secretary of State.

*I, Elisha C. Dukes, 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 sixth day of May, A.D. 1968, at 11:30 o'clock  
A.M.

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



*Elisha C. Dukes*

Secretary of State

*S. L. Downe*

Asst Secretary of State

CERTIFICATE OF AMENDMENT OF

CERTIFICATE OF INCORPORATION OF THE COCA-COLA COMPANY

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 a meeting of the Board of Directors of THE COCA-COLA COMPANY resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, 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 corporation be amended by changing the Article thereof numbered "FOURTH" so that, as amended said Article shall be and read as follows:

"FOURTH. The number of shares of stock that may be issued by said Corporation is 70,000,000, and the 70,000,000 shares are to be common stock without nominal or par value.

The number of shares with which said Corporation shall begin business shall be ten (10) shares of common stock of no nominal or par value.

If any part of said 70,000,000 shares authorized hereunder shall be generally offered to the public, stockholders of record twenty days prior to such offer shall be entitled to the pre-emptive right to subscribe for the stock so offered in proportion to their then existing holdings of common stock."

RESOLVED FURTHER, That this Certificate of Amendment of the Certificate of Incorporation shall become effective at the close of business on May 13, 1968.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, an annual meeting of the stockholders of said Corporation was duly called and held, 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 said Corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said THE COCA-COLA COMPANY has caused its corporate seal to be hereunto affixed and this certificate to be signed by J. Paul Austin, its President, and attested by J. W. Jones, its Secretary, this 6th day of May, 1968.

The Coca-Cola Company  
Corporate Seal  
1919  
Delaware

THE COCA-COLA COMPANY

ATTEST:

By J. Paul Austin  
President

By J. W. Jones  
Secretary

STATE OF DELAWARE       )  
                              )   SS.  
COUNTY OF NEW CASTLE   )

BE IT REMEMBERED that on this 6th day of May, 1968, personally came before me, a Notary Public in and for the County and State aforesaid, J. Paul Austin, President of THE COCA-COLA COMPANY, a Corporation of the State of Delaware, and he duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said Corporation and the facts stated therein are true; and that the seal affixed to said certificate and attested by the Secretary of said Corporation is the common or corporate seal of said Corporation.

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

Johanna M. Miller  
Notary Public

Johanna M. Miller  
Notary Public  
Appointed  
Oct. 2, 1967  
Term  
Two Years  
State of Delaware