

RESTATED CERTIFICATE OF INCORPORATION  
OF  
ALBERTSON'S, INC.

The above named corporation which was originally incorporated in Delaware under the name A F S, I N C., and whose original Certificate of Incorporation was filed with the Secretary of State of Delaware on April 3, 1969, hereby restates, integrates and amends its Certificate of Incorporation, all in accordance with Section 245 and Section 242 of the General Corporation Laws of the State of Delaware, to read in full as follows:

FIRST: The name of the corporation is ALBERTSON'S, INC.

SECOND: The address of its registered office in the State of Delaware is No. 100 West Tenth Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purposes of the corporation are:

(1) To establish, conduct and operate food stores, drug stores, variety stores, department stores, restaurants, lunch counters and cafeterias.

To establish, construct, buy or otherwise acquire, lease, equip, maintain, manage, operate, mortgage, sell or otherwise dispose of stores, shops, buildings, structures, works and other properties, and all facilities, equipment, and conveniences in connection therewith.

To manufacture, buy, sell, import, export, and deal in goods, wares, merchandise, commodities, articles of trade and commerce, and personal property of every class and description.

(2) To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and properties of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Laws of the State of Delaware, or by any other law of Delaware or by this Certificate of Incorporation, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the

conduct, promotion or attainment of the business or purposes of the Corporation.

FOURTH: The aggregate number of shares which this Corporation has authority to issue is thirty million (30,000,000). All such shares are to have a par value of \$1.00 per share and are classified as (a) ten million (10,000,000) shares of Preferred Stock, each share of such class having a par value of \$1.00 and (b) twenty million (20,000,000) shares of Common Stock, each share of such class having a par value of \$1.00.

Section 1. The designations and powers, preferences, and rights, and the qualifications, limitations or restrictions of the Preferred Stock and the Common Stock of the Company are respectively set forth in the following provisions:

(a) Preferred Stock.

I. The Board of Directors is authorized, subject to the provisions of law, to provide by resolutions from time to time for the issuance of the Preferred Stock in series by filing a Certificate pursuant to the Delaware General Corporation Law to establish the number of shares to be included in each series. The Preferred Stock may be issued either as a class without series, or if so determined from time to time by the Board of Directors, either in whole or in part in one or more series, each series to be appropriately designated by a distinguishing number, letter or title prior to the issue of any shares thereof. Whenever the term "Preferred Stock" is used in this Certificate of Incorporation, it shall be deemed to mean and include Preferred Stock issued as a class without series, or one or more series thereof, or both, unless the context shall otherwise require.

II. There is hereby expressly granted to the Board of Directors authority to fix the voting power, the designations, rights, preferences and relative, participating, optional, or other special rights, and the qualifications, limitations or restrictions of any of the series of said Preferred Stock in the resolution or

resolutions adopted by the Board of Directors providing for the issuance of said Preferred Stock.

III. Series issued need not be identical.

(b) Common Stock.

I. 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.

II. Subject to the provisions of law and any preferences if any, of the Preferred Stock, 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.

III. 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.

(c) General.

I. No holder of Common Stock or Preferred Stock shall have any pre-emptive 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.

II. Subject to the provisions of law and the foregoing provisions of this Certificate of Incorporation, the Corporation may issue shares of its Preferred Stock or 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 of Preferred or Common Stock, such being subject to the determination of the Board of Directors.

Section 2. Dividends.

(a) Dividends may be determined by the resolutions of the Board of Directors that provide for any issue of the Preferred Stock.

(b) Subject to the requirements of law, dividends are payable on the issued Common Stock when and as declared from time to time in the discretion of the Board of Directors.

Section 3. Redemption.

The Corporation may, at the option of the Board of Directors, and subject to the provisions of law, redeem all or any part of the outstanding Preferred Stock as may be provided in any resolution authorizing any issuance of the same.

FIFTH: Each holder of the Common Stock shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation. At each election of directors, each holder of the Common Stock shall have as many votes as the number of shares of Common Stock owned by him multiplied by the number of directors to be elected by the holders of the Common Stock. These votes may be divided among the total number of directors to be elected by the holders of Common Stock, or distributed among any lesser number, in such proportion as the holder may desire.

The holder of the Preferred Stock shall not be deprived of voting rights under the following circumstances:

(i) Whenever the dividends on the Preferred Stock at the time of any annual meeting, shall be in arrears to the amount of four (4) quarterly dividends,

then at such annual meeting and at all annual meetings thereafter, and at any meeting called for the election of directors, until such time as cumulative dividends on the Preferred Stock are no longer in arrears, or non-cumulative dividends have been regularly paid for at least one year, the holders of the Preferred Stock shall be entitled to elect three (3) directors and the holders of the Common Stock shall be entitled to elect only the remaining directors.

Such directors shall serve until the next annual meeting. At elections for such directors, each holder of Preferred Stock shall have as many votes as the number of shares of Preferred Stock owned by him multiplied by the number of directors to be elected by the holders of Preferred Stock. These votes may be divided among the total number of directors to be elected by the holders of Preferred Stock, or distributed among any lesser number of such directors, in such proportion as the holder may desire.

(ii) The holders of the Preferred Stock shall be entitled to vote, with one vote per share, and the affirmative vote of a majority of the outstanding Preferred Stock shall be required, to approve any amendment to the Certificate of Incorporation which would affect the rights or preferences of such Preferred Stock.

(iii) The holders of the Preferred Stock shall be entitled to vote with the holders of the Common Stock, voting together as one class, and the affirmative vote of the proportion of shares required by law, by the Certificate of Incorporation, By-Laws or Resolution of the Board of Directors of this Corporation, shall be required to approve: (1) any amendment to the Certificate of Incorporation which does not affect the rights or preferences of the Preferred Stock; (2) the merger or consolidation of the Corporation with another corporation; (3) the sale, lease, exchange, mortgage, pledge, or other disposition of all, or substantially all, of the Corporation's property; and (4) the voluntary dissolution of the Corporation.

SIXTH: The Corporation shall have the power to create and issue rights, warrants or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

SEVENTH: The Corporation shall have power to indemnify any person, including present or former directors, officers, employees or agents of the Corporation or any person who is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, to the extent permitted by the General Corporation Law of Delaware. Such right of indemnification shall be in addition to all other rights to which those indemnified may be entitled under any statute, by-law, agreement, vote of stockholders or otherwise.

EIGHTH: In the event of the voluntary liquidation, dissolution or other termination of the Corporation, the holders of shares of the Preferred Stock shall be entitled only to cash payment of the amount per share set by Resolution of the Board of Directors upon issuance of such Preferred Stock plus all accrued and unpaid dividends up to the date fixed for distribution, whether or not earned or declared. Such payment shall be made before any payment or distribution is made to the holders of the Common Stock of the Corporation.

In the event of the involuntary liquidation, dissolution or other termination of the Corporation, the holders of the shares of the Preferred Stock shall be entitled only to cash payment of the par value of their shares, plus all accrued and unpaid

dividends up to the date fixed for distribution, whether or not earned or declared. Such payment shall be made before any distribution is made to the holders of the Common Stock of the Corporation.

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.

TENTH: For the management of the business, and for the conduct of the affairs of the Corporation, and for the further definition, limitation, and regulation of the powers of the Corporation and its directors and stockholders, it is further provided:

(1) Size of Board. The number of directors shall be as specified in the By-Laws of the Corporation, except the number shall never be less than three, and such number of directors may from time to time be otherwise increased or decreased (subject to the foregoing) in such manner as prescribed by the By-Laws. Directors need not be stockholders. Election of directors shall not be by written ballot unless the By-Laws provide otherwise.

(2) Powers of Board. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered:

(a) To make, alter, amend, and repeal the By-Laws.

(b) To authorize and issue, without stockholder consent, obligations of the Corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine, and to pledge or mortgage, as security therefor, any real or personal property of the Corporation, including after-acquired property;

(c) To establish bonus, profit-sharing, stock option or other types of incentive compensation plans for the employees, including officers and directors, of the Corporation, and to fix the amount of profits to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participations;

(d) To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting of two or more directors, which, to the extent permitted by law and authorized by the resolution or the By-Laws shall have and may exercise the powers of the Board;

(e) To provide for the reasonable compensation of its own members and to fix the terms and conditions upon which such compensation will be paid;

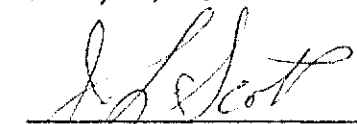
(f) In addition to the powers and authority hereinbefore, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject nevertheless, to the provisions of the laws of the State of Delaware, of this Certificate of Incorporation, and as may be provided for from time to time by the By-Laws of the Corporation.

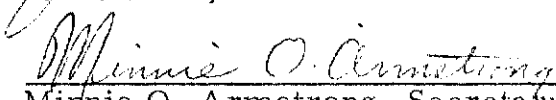
ELEVENTH: Subject to the laws of the State of Delaware, the stockholders and the directors shall have power to hold their meetings, and the directors will have the power to have an office or offices and to maintain books of the Corporation outside the State of Delaware, at such place or places as may from time to time be designated in the By-Laws or by appropriate resolution.

TWELFTH: The provisions of this Certificate of Incorporation and its Articles may be amended, altered or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Delaware, and additional provisions authorized by such laws as are then in force may be added. All rights herein conferred on the directors, officers and stockholders are granted subject to this reservation.

THIRTEENTH: In lieu of corporate action taken at a meeting of the stockholders, the written consent of the holders of stock having no less than the minimum percentage of the total vote required by statute or the By-Laws for any proposed corporate action, may authorize such corporate action to be so taken.

Signed in triplicate this 25th day of June, 1971.

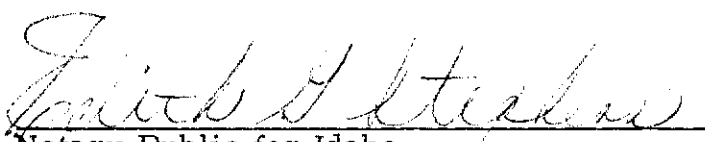
  
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J. L. Scott, President

  
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Minnie O. Armstrong, Secretary

STATE OF IDAHO     )  
                              :   ss.  
County of Ada         )

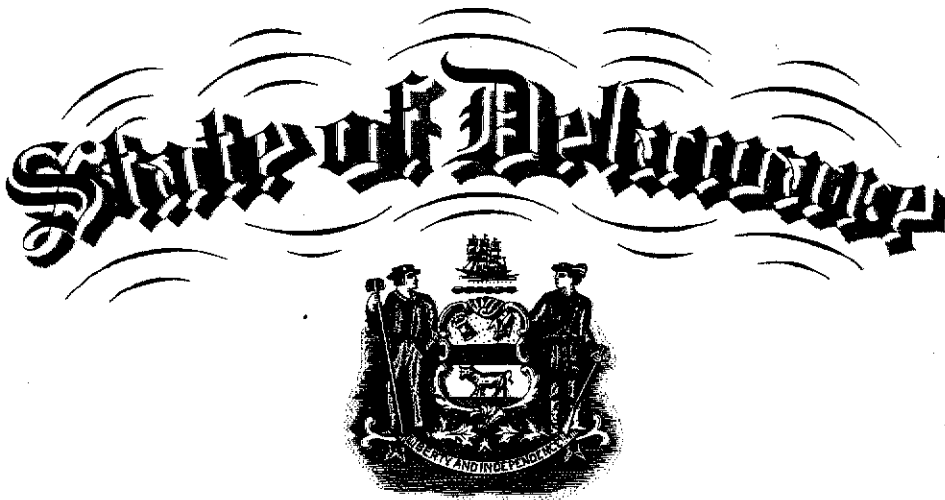
On this 25th day of June, 1971, personally came before me the undersigned, a Notary Public in and for the county and state aforesaid, J. L. SCOTT, the PRESIDENT of ALBERTSON'S, INC., a corporation of the State of Delaware, the corporation described in the foregoing instrument, known to me personally to be such, and that he, the said J. L. SCOTT, as such 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 President and Secretary of said corporation to said foregoing instrument are in the handwriting of the said President and of the said 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.

  
Notary Public for Idaho  
Residing at Boise, Idaho

My commission expires:

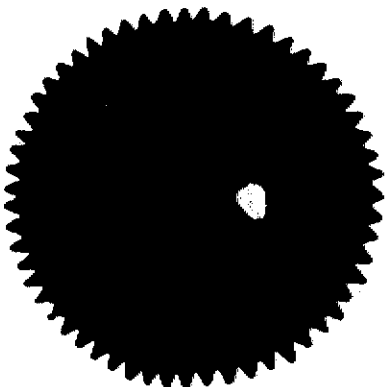
Jan 12, 1974



**Office of Secretary of State.**

*I, Eugene Bunting, Secretary of State of the State of Delaware,*  
do hereby certify that the above and foregoing is a true and correct copy of  
Restated Certificate of Incorporation of the "ALBERTSON'S INC.", as received and  
filed in this office the twenty-first day of July, A.D. 1971, at 9 o'clock A.M.

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



*Eugene Bunting*

Secretary of State

*R N Caldwell*

Asst. Secretary of State