

Department of State.

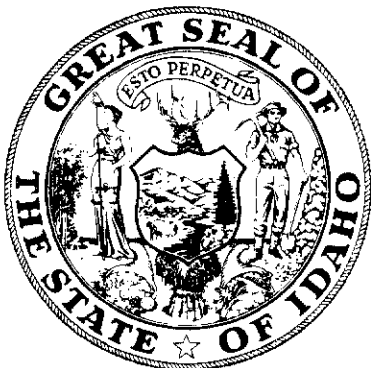
**CERTIFICATE OF AUTHORITY
OF**

SAFEWAY STORES HOLDING CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **SAFEWAY STORES HOLDING CORPORATION** _____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **SAFEWAY STORES HOLDING CORPORATION** _____ to transact business in this State under the name **SAFEWAY STORES HOLDING CORPORATION** _____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **October 20, 1986**



Pete T. Cenarrusa

SECRETARY OF STATE

Shirley J. Clark

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

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1. The name of the corporation is Safeway Stores Holdings Corporation

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is July 23, 1986 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

229 South State Street, Dover, Delaware 19901

6. The address to which correspondence should be addressed, if different from that in item 5.

4th and Jackson Streets, Oakland, California 94660

7. The street address of its proposed registered office in Idaho is 1010 First Interstate Bank

Bldg., 700 West Idaho, Boise, Idaho 83701

, and the name of its proposed registered agent in Idaho at that address is United States Corporation Company

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

To manage and operate retail food stores, grocery stores and

supermarkets and to engage in other activities ancillary thereto.

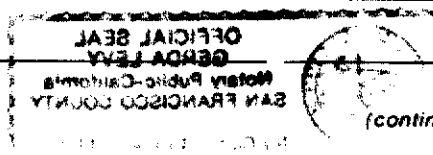
9. The names and respective addresses of its directors and officers are:

Name

Office

Address

See Exhibit A attached hereto.



(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
125,000,000	Common	\$.01 par value
10,000,000	Preferred	\$.01 par value

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
65,000,000	Common	\$.01 par value

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated

Dated: October 9, 1986

Safeway Stores Holdings Corporation

By George R. Roberts, Its President/ Vice President (please specify)

and Robert I. MacDonnell, Its Secretary/ Assistant Secretary (please specify)

STATE OF CALIFORNIA)

COUNTY OF SAN FRANCISCO) ss

I, GERDA LEVY, a notary public, do hereby certify that on this 9th day of October, 1986, personally appeared before me

George R. Roberts, who being by me first duly sworn, declared that he is the

President of Safeway Stores Holdings Corporation

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.



Gerda Levy
Notary Public

State Qualifications

EXHIBIT A

SAFEWAY STORES HOLDINGS CORPORATION

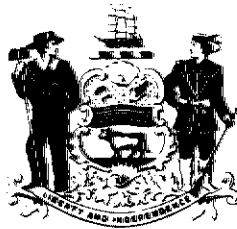
I. DIRECTOR

<u>Name</u>	<u>Address</u>
George R. Roberts	101 California Street San Francisco, CA 94111

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
George R. Roberts	President	101 California Street San Francisco, CA 94111
Robert I. MacDonnell,	Vice President, Secretary and Treasurer	101 California Street San Francisco, CA 94111
Michael T. Tokarz	Vice President and Assistant Secretary	9 West 57th Street New York, NY 10019
James H. Greene, Jr.	Vice President and Assistant Secretary	9 West 57th Street New York, NY 10019
James A. Kohlberg	Vice President and Assistant Secretary	101 California Street San Francisco, CA 94111

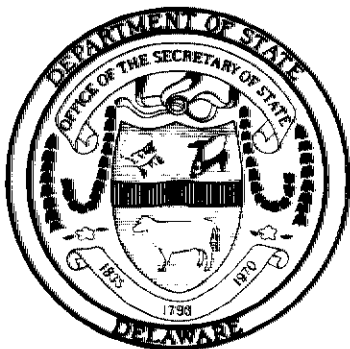
State of Delaware



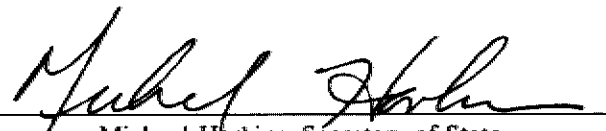
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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE
DO HEREBY CERTIFY SAFEWAY STORES HOLDINGS CORPORATION (incorporated
July 23, 1986) IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF
DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE
SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.



686276025


Michael Harkins, Secretary of State

AUTHENTICATION: 10963654

DATE: 10/03/1986



SAFEWAY

STORES, INCORPORATED

Oakland, CA 94660 (4th and Jackson Streets)

September 29, 1986

Secretary of State
State of Idaho

Re: Safeway Stores Holdings Corporation
Safeway Stores 52, Inc.
Safeway Stores 53, Inc.

Ladies and Gentlemen:

Safeway Stores, Incorporated hereby consents to the use in Idaho of the names "Safeway Stores Holdings Corporation", "Safeway Stores 52, Inc." and "Safeway Stores 53, Inc." by three Delaware corporations which intend to qualify to transact business in the State of Idaho. Safeway Stores 52, Inc. and Safeway Stores 53, Inc. are indirect wholly-owned subsidiaries of Safeway Stores Holdings Corporation which itself is the holder of approximately 75% of the outstanding shares of Safeway Stores, Incorporated.

Very truly yours,

Bernat Rosner
Senior Vice President

BR:bc