

AMENDMENT TO RESTATED CERTIFICATE OF INCORPORATION
OF
ALBERTSON'S, INC.

STATE OF IDAHO)
 : ss.
County of Ada)

T. E. MUNSON and MINNIE O. ARMSTRONG, being separately sworn,
each upon oath deposes and says:

That the said T. E. Munson is a duly elected, qualified and acting Senior Vice President; that the said Minnie O. Armstrong is the duly elected, qualified and acting Secretary; that on May 25, 1973, pursuant to call for the Annual Meeting of the Shareholders of Albertson's, Inc. authorized by the Board of Directors at a meeting held March 5, 1973, and pursuant to Notice of said Annual Meeting of Shareholders dated April 16, 1973, to all shareholders of record as of April 16, 1973, said Notice given pursuant to Section 222 of the General Corporation Law of the State of Delaware stating, among other things, the specific purpose to amend Article FOURTH of the Restated Certificate of Incorporation of Albertson's, Inc. dated July 21, 1971, the shareholders authorized the Corporation to decrease the authorized capital stock to 12,000,000 common shares by removing from said authorized capital stock the 10,000,000 shares of \$1.00 par value Preferred Stock and reducing the 20,000,000 shares of \$1.00 par value Common Stock to 12,000,000 shares.

The capital represented by all issued and outstanding Common Shares of said Albertson's, Inc. will not be reduced under or by reason of this Amendment. There are no issued and outstanding shares of Preferred Stock.

All references to Preferred Stock in the Restated Certificate of Incorporation are hereby cancelled and expunged and are of no further force or effect upon the adoption of this Amendment.

The meeting of the shareholders of said Albertson's, Inc. was duly convened and held, whereat a majority of all of the issued and outstanding Common Shares were represented either in person or by proxy; that at said meeting, by a resolution duly presented and adopted by a majority vote of all said issued and outstanding Common Shares of stock, Article FOURTH of the Restated Certificate of Incorporation of Albertson's, Inc. was duly amended pursuant to Section 242 of the General Corporation Law of the State of Delaware and, as amended, shall read as follows:

FOURTH: The aggregate number of shares which this Corporation has authority to issue is twelve million (12,000,000). 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:

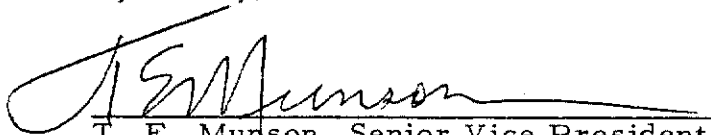
1. The Board of Directors is authorized, subject to the provisions of law, to provide by resolutions from time to time for issuance of the Common Stock.
2. Subject to the provisions of law, dividends may be paid on the Common Stock of the Corporation at such time and in such amounts as the Board of Directors 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.

Signed in triplicate this 25th day of May, 1973.


T. E. Munson, Senior Vice President


Minnie O. Armstrong, Secretary

STATE OF IDAHO)

: SS.

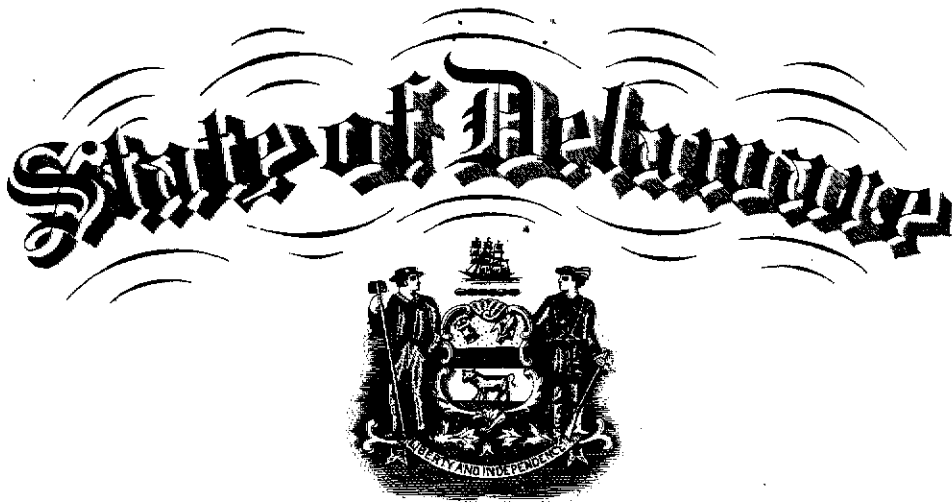
County of Ada)

On this 25th day of May, 1973, personally came before me, the undersigned, a Notary Public in and for the County and State aforesaid, T. E. MUNSON, 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 T. E. MUNSON, 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
January 12, 1974.

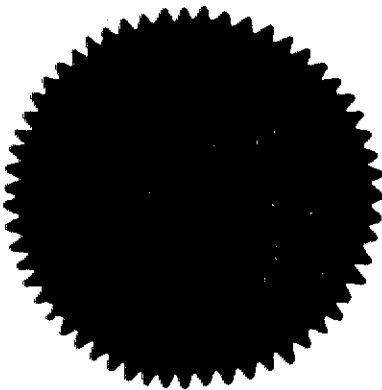
Edith H. Stephens
Notary Public for the State of Idaho
Residing at Boise, Idaho



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
Amendment to Restated Certificate of Incorporation of the "ALBERTSON'S, INC.", as
received and filed in this office the fifth day of June, A.D. 1973, at 9 o'clock A.M.

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



Robert H. Reed

Secretary of State

M. B. Borden

Ass't Secretary of State