



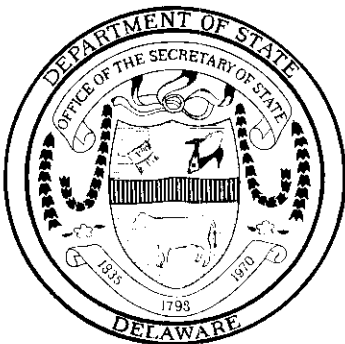
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State of DELAWARE

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 April 28, 1983.



Glenn C. Kenton
Glenn C. Kenton, Secretary of State

BY: J. Ward

DATE: May 24, 1983

CERTIFICATE OF AMENDMENT
TO THE CERTIFICATE OF INCORPORATION
OF
ANHEUSER-BUSCH COMPANIES, INC.

The undersigned, John L. Hayward, a Vice President of Anheuser-Busch Companies, Inc., a Delaware corporation (the "Corporation"), and Richard A. Schwartz, an Assistant Secretary of the Corporation, hereby certify as follows:

1. The Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on September 25, 1979.

2. The Board of Directors of the Corporation having adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring its advisability and directing that it be considered at the next annual meeting of the stockholders of the Corporation, and, at the annual meeting of the stockholders held on April 27, 1983, the proposed amendment having been approved by the holders of a majority of the outstanding shares of (i) the Common Stock of the Corporation and (ii) the Common Stock and the Series A Convertible Preferred Stock of the Corporation, voting as a single class, the said amendment, set forth in paragraph 3 of this Certificate, was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of Delaware.

3. Pursuant to said resolution of the Board of Directors of the Corporation and such approval by the stockholders, the Certificate of Incorporation of the Corporation is hereby amended by deleting the first sentence of Article "FOURTH" thereof, and substituting therefor the following:

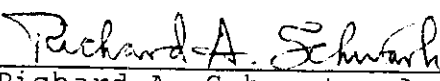
FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 240,000,000, 40,000,000 of which shares shall be Preferred Stock having a par value of \$1 per share, and 200,000,000 of which shares shall be Common Stock having a par value of \$1 per share.

The undersigned do make this certificate and do hereby declare and certify, under penalties of perjury, that this certificate is the act and deed of the Corporation and that the facts stated herein are true, and accordingly do hereunto set their hands this 27th day of April, 1983.


John L. Hayward, Vice President

[SEAL]

Attest:



Richard A. Schwartz, Assistant Secretary