

**ARTICLES OF AMENDMENT
to the
RESTATED ARTICLES OF INCORPORATION
of
PHILIP MORRIS COMPANIES INC.**

These Articles of Amendment are filed in accordance with Section 13.1-710 of the Virginia Stock Corporation Act:

A. The name of the corporation (which is hereinafter referred to as the "Corporation") is Philip Morris Companies Inc.

B. The amendment to the Corporation's Restated Articles of Incorporation is as follows:

1. Article I of said Articles of Incorporation is deleted and is replaced by the following:

"ARTICLE I

The name of the Corporation is Altria Group, Inc."

C. The Articles of Amendment were adopted by a majority of the Corporation's Board of Directors on December 11, 2002.

D. The Articles of Amendment were proposed by the Board of Directors and submitted to the shareholders in accordance with Section 13.1-707 of the Virginia Stock Corporation Act.

E. There were outstanding and entitled to vote on the Articles of Amendment 2,146,200,495 shares of Common Stock of the Corporation as of the record date for the shareholders' meeting held on April 25, 2002, of which 1,707,959,012 shares were voted for, 83,947,731 shares were voted against and 15,194,074 shares abstained from voting on, respectively, the Articles of Amendment. There were no outstanding shares of Preferred Stock of the Corporation as of the record date for the shareholders' meeting held on April 25, 2002. The number of shares cast for the Articles of Amendment was sufficient for approval by the shareholders. No shares were entitled to vote on the Articles of Amendment as a class.

F. Pursuant to Section 13.1-606 of the Virginia Stock Corporation Act, these Articles of Amendment shall become effective at 8 o'clock a.m. on January 27, 2003.

Dated: January 24, 2003

PHILIP MORRIS COMPANIES INC.

By: *G. Penn Holsenbeck*
Name: G. Penn Holsenbeck
Title: Vice President, Associate General
Counsel and Corporate Secretary

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