

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:

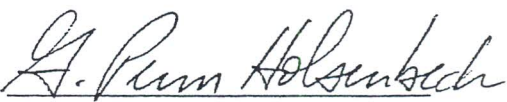
"ARTICLE I

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 2,147,219,848 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:   
Name: G. Penn Holsenbeck  
Title: Vice President, Associate General  
Counsel and Corporate Secretary

**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

January 27, 2003

The State Corporation Commission has found the accompanying articles submitted on behalf of Altria Group, Inc. (formerly MORRIS COMPANIES INC., PHILIP )

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

**CERTIFICATE OF AMENDMENT**

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective January 27, 2003, at 08:00 AM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, appearing to read "J. V. Morrison", written over a horizontal line.

Commissioner

03-01-24-0105  
AMENACPT  
CIS0322

# Commonwealth of Virginia



## State Corporation Commission

*I Certify the Following from the Records of the Commission:*

The foregoing is a true copy of the certificate of amendment of Altria Group, Inc. issued January 27, 2003.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:  
January 31, 2003*

*Joel H. Peck*

*Joel H. Peck, Clerk of the Commission*