

CERTIFICATE OF INCORPORATION
OF
ANHEUSER-BUSCH INBEV FINANCE INC.

FIRST. The name of the corporation is Anheuser-Busch InBev Finance Inc.
(the "Corporation").

SECOND. The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD. The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

FOURTH. The total number of shares of common stock which the Corporation is authorized to issue is 1,000 at a par value of \$1.00 per share.

FIFTH. The name and mailing address of the incorporator is:

Sentheel Salvam

Sullivan & Cromwell LLP, 125 Broad Street,
New York, NY 10004

The name and mailing address of each person who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

Felipe Dutra (Chairman) 250 Park Avenue, New York, NY 10177

Sabine Chalmers 250 Park Avenue, New York, NY 10177

Fernando Tennenbaum 250 Park Avenue, New York, NY 10177

SIXTH. The Corporation is to have perpetual existence.

SEVENTH. In furtherance of, and not in limitation of, the powers conferred by statute, the board of directors is expressly authorized to adopt, amend or repeal the by-laws of the Corporation (the "By-laws") or adopt new By-laws without any action on the part of the stockholders; provided that any By-law adopted or amended by the board of directors, and any powers thereby conferred, may be amended, altered or repealed by the stockholders.

EIGHTH. The Corporation shall have the right, subject to any express provisions or restrictions contained in the Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") or the By-laws, from time to time, to amend the Certificate of Incorporation or any provision thereof in any manner now or hereafter provided by law, and all rights and powers of any kind conferred upon a director or stockholder of the Corporation by the Certificate of Incorporation or any amendment thereof are conferred subject to such right.

NINTH. Elections of directors need not be by written ballot except and to the extent provided in the By-laws.

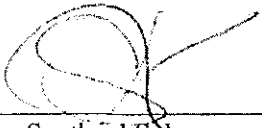
TENTH. The number of directors of the Corporation shall be fixed by, or in the manner provided in, the By-laws.

ELEVENTH. The Corporation shall indemnify to the fullest extent authorized or permitted by law any person made, or threatened to be made, a party to any action or proceeding (whether threatened, pending or completed and whether civil, administrative, investigative, criminal or otherwise) by reason of the fact that such person, or his or her testator or intestate, is or was a director, officer or employee of the Corporation or by reason of the fact that such person, at the request of the Corporation, is or was serving as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. Nothing contained herein shall affect any rights to indemnification to which employees other than directors and officers may be entitled by law. A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Delaware General Corporation Law as currently in effect or as the same may hereafter be amended. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to any acts or omissions occurring prior to such amendment or repeal.

TWELFTH. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer and employee of the Corporation, or is serving at the request of the Corporation as a director, officer, employee or agent of another

corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of the law. The Corporation may create a trust fund, grant a security interest and/or use other means (including, without limitation, letters of credit, surety bonds and/or other similar arrangements), as well as enter into contracts providing for indemnification to the fullest extent permitted by law and including as part thereof any or all of the foregoing, to ensure the payment of such sums as may become necessary to effect full indemnification.

IN WITNESS WHEREOF, I have signed this certificate of incorporation this 17 day of
December, 2012.

By: 
Name: Senthil Selvam
Title: Incorporator