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**Feb 04 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P12701 (9)
 1. Corporation Name
ANHEUSER-BUSCH INVESTMENT CAPITAL CORPORATION



Principal Place of Business ATT: CORPORATE TAX DEPT. ONE BUSCH PLACE ST. LOUIS MO 63118-8852	Mailing Address ATT: CORPORATE TAX DEPT. ONE BUSCH PLACE ST. LOUIS MO 63118-1849
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3. Date Incorporated or Qualified 12/29/1986	3a. Date of Last Report 02/21/1986
4. FEI Number 43-1341343	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

21. Principal Place of Business Site, Apt. #, etc.	22. Mailing Address Suite, Apt. #, etc.
23. City & State	27. City & State
24. Zip Country	28. Zip Country

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81. Name
82. Street Address (P.O. Box Number is Not Acceptable)
83.
84. City
85. Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	CEO	<input type="checkbox"/> DELETE
NAME	STOKES, PATRICK T.	
STREET ADDRESS	ONE BUSCH PLACE	
CITY-ST-ZIP	ST LOUIS MO	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	LEGG, ROBERT A.	
STREET ADDRESS	ONE BUSCH PLACE	
CITY-ST-ZIP	ST LOUIS MO	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	THAYER, GERALD C.	
STREET ADDRESS	ONE BUSCH PLACE	
CITY-ST-ZIP	ST LOUIS MO	
TITLE	D	<input type="checkbox"/> DELETE
NAME	WUNDERLICH, ALBERT R.	
STREET ADDRESS	ONE BUSCH PLACE	
CITY-ST-ZIP	ST LOUIS MO	
TITLE	S	<input type="checkbox"/> DELETE
NAME	REEVES, LAURA H.	
STREET ADDRESS	ONE BUSCH PLACE	
CITY-ST-ZIP	ST LOUIS MO	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	HILL, RICHARD N.	
STREET ADDRESS	ONE BUSCH PLACE	
CITY-ST-ZIP	ST LOUIS MO	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
Schedule Attached	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Laura Reeves* 1/22/97 314-577-2359
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

ANHEUSER-BUSCH INVESTMENT CAPITAL CORPORATION

(Business Address: One Busch Place, St. Louis, MO 63118)

OFFICERS

Patrick T. Stokes	Chairman & Chief Executive Officer
Kenneth W. Reiter	President
John L. Hamilton	Vice President
Laura H. Reeves	Secretary
John D. Castagno	Tax Controller
William J. Kimmins	Treasurer
Richard N. Hill	Assistant Treasurer

DIRECTORS

Patrick T. Stokes
John D. Castagno
Joseph P. Castellano
James F. Hoffmeister
William J. Kimmins
Frederick B. Kruger
Kenneth W. Reiter
Bruce M. Sandison
Vacancy

Effective 10/28/96