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FILED
Mar 16 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		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 63118-0852	Mailing Address ATT: CORPORATE TAX DEPT. ONE BUSCH PLACE ST. LOUIS MO 63118-0852
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/29/1986	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 43-1341343	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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 _____ DATE _____
 Signature: typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	CEO	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition	Schedule Attached	
NAME	STOKES, PATRICK T.		1.2 NAME				
STREET ADDRESS	ONE BUSCH PLACE		1.3 STREET ADDRESS				
CITY - ST - ZIP	ST LOUIS MO		1.4 CITY - ST - ZIP				
TITLE	PD	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME	LEGG, ROBERT A.		2.2 NAME				
STREET ADDRESS	ONE BUSCH PLACE		2.3 STREET ADDRESS				
CITY - ST - ZIP	ST LOUIS MO		2.4 CITY - ST - ZIP				
TITLE	TD	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition	Schedule Attached	
NAME	THAYER, GERALD C.		3.2 NAME				
STREET ADDRESS	ONE BUSCH PLACE		3.3 STREET ADDRESS				
CITY - ST - ZIP	ST LOUIS MO		3.4 CITY - ST - ZIP				
TITLE	D	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME	WUNDERLICH, ALBERT R.		4.2 NAME				
STREET ADDRESS	ONE BUSCH PLACE		4.3 STREET ADDRESS				
CITY - ST - ZIP	ST LOUIS MO		4.4 CITY - ST - ZIP				
TITLE	S	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition	Schedule Attached	
NAME	REEVES, LAURA H.		5.2 NAME				
STREET ADDRESS	ONE BUSCH PLACE		5.3 STREET ADDRESS				
CITY - ST - ZIP	ST LOUIS MO		5.4 CITY - ST - ZIP				
TITLE	AT	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME	HILL, RICHARD N.		6.2 NAME				
STREET ADDRESS	ONE BUSCH PLACE		6.3 STREET ADDRESS				
CITY - ST - ZIP	ST LOUIS MO		6.4 CITY - ST - ZIP				

14. I 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.

CR2E034 (10/97)

ANHEUSER-BUSCH INVESTMENT CAPITAL CORPORATION

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

OFFICERS

Patrick T. Stokes	Chairman of the Board and 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
David C. Sauerhoff	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 12/1/97