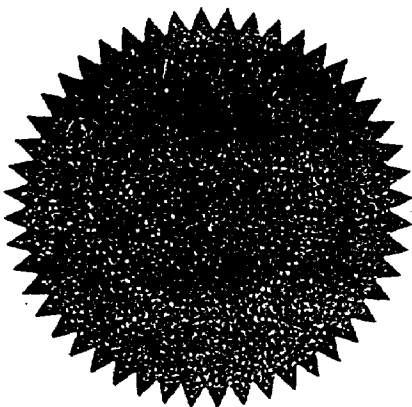


C A N A D A)
)
PROVINCE OF ONTARIO)
)
COUNTY OF MIDDLESEX)
)
TO WIT:)

IN THE MATTER OF LATROBE
)
)
BREWING COMPANY L.L.C.

I, NUNZIA MARY DUISTER, a Notary Public, Province of Ontario, duly appointed, commissioned and sworn and practicing at 150 Simcoe Street, London, in the Province of Ontario, DO HEREBY CERTIFY that the paper-writing hereto annexed, the first page of which is stamped with an impression of my seal, is a true and correct photostatic copy of a document produced and shown to me and purporting to be a certified copy of The Certificate of Merger filed February 28, 1996 and, a certified copy of the Certificate of Correction filed March 1, 1996 for Latrobe Brewing Company L.L.C., the said copies having been compared by me, page for page, with the said original documents, an act whereof, having been requested, I have granted under my notarial form and seal of office to serve and avail as occasion shall or may require.

IN TESTIMONY WHEREOF I have hereunder subscribed my name and affixed my official seal notarial at the aforementioned City of London, this 22nd day of July, 1996.



NUNZIA MARY DUISTER, Notary Public,
County of Middlesex, limited to the attestation
of instruments and the taking of affidavits,
for Labatt Brewing Company Limited, its
subsidiaries, associates and affiliates.
Expires October 25, 1996.

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"LATROBE BREWING COMPANY", A PENNSYLVANIA CORPORATION, WITH AND INTO "LATROBE BREWING COMPANY L.L.C." UNDER THE NAME OF "LATROBE BREWING COMPANY L.L.C.", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 1996, AT 4:28 O'CLOCK P.M.



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7912109

2457346 8100M

960111861

04-18-96
TRADEMARK
REEL: 002067 FRAME: 0705

CERTIFICATE OF MERGER

of

LATROBE BREWING COMPANY

into

LATROBE BREWING COMPANY L.L.C.

Latrobe Brewing Company L.L.C., a limited liability company organized under the Delaware Limited Liability Company Act (the "Act") for the purpose of merging with other entities pursuant to Section 18-209 of the Act, hereby certifies that:

1. The name and jurisdiction of formation or organization of each of the domestic limited liability companies and other business entities (the "Constituent Entities") that is to merge are:

<u>Name</u>	<u>Jurisdiction</u>
Latrobe Brewing Company L.L.C.	Delaware
Latrobe Brewing Company	Pennsylvania

2. An agreement of merger has been approved and executed by each of the Constituent Entities.

3. The name of the surviving domestic limited liability company is Latrobe Brewing Company L.L.C., a limited liability company formed under Delaware law.

4. The merger shall be effective at 9:31 a.m. (New York City time) on Friday, March 1, 1996.

5. The agreement of merger is on file at the principal place of business of the surviving domestic limited liability company at Latrobe Brewing Company L.L.C., 119 Jefferson Street, P.O. Box 350, Latrobe, Pennsylvania 15650.

6. A copy of the agreement of merger will be furnished by Latrobe Brewing Company L.L.C., on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity that is a Constituent Entity.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 28th day of February, 1996 and is being filed in accordance with Section 18-209 of the Act by an authorized person of the surviving domestic limited liability company.

LATROBE BREWING COMPANY L.L.C.

By: LABATT HOLDINGS INC., as
Member and Authorized Person

By: 

Name: James West

Title: Assistant Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CORRECTION OF "LATROBE BREWING COMPANY L.L.C.", FILED IN THIS OFFICE ON THE FIRST DAY OF MARCH, A.D. 1996, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2457346 8100

DATE: 7912110

960111861

TRADEMARK
REEL: 002067 FRAME: 0708

CERTIFICATE OF CORRECTION

of

CERTIFICATE OF MERGER

of

LATROBE BREWING COMPANY

into

LATROBE BREWING COMPANY L.L.C.

Latrobe Brewing Company L.L.C., a limited liability company organized under the Delaware Limited Liability Company Act (the "Act") for the purpose of merging with other entities pursuant to Section 18-209 of the Act, hereby certifies that:

1. Article 4 of the Certificate of Merger of Latrobe Brewing Company into Latrobe Brewing Company L.L.C., as filed on February 28, 1996, which provides that the merger shall be effective at 9:31 a.m. (New York City time) on Friday, March 1, 1996, is incorrect.

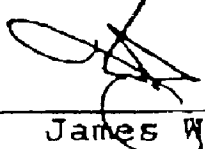
2. Article 4 of the Certificate of Merger of Latrobe Brewing Company into Latrobe Brewing Company L.L.C., as filed on February 28, 1996, shall be corrected to provide:

"The merger shall be effective at 5:01 p.m. (New York City time) on Friday, March 1, 1996."

IN WITNESS WHEREOF, this Certificate of Correction has been duly executed as of the 29th day of February, 1996 and is being filed in accordance with Section 18-211 of the Act by an authorized person of the surviving domestic limited liability company.

LATROBE BREWING COMPANY L.L.C.

By: LABATT HOLDINGS, INC., AS
Member and Authorized Person

By: 
Name: James West
Title: Assistant Secretary