

2009 DEC 22 PM 3:52

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV

Filing and License Fee: \$310.00 minimum

ID Number: \_\_\_\_\_



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is Hasbro JP, Ltd.
- 2. It is incorporated under the laws of Delaware
- 3. The name, if different, which it elects to use in Rhode Island is:

- (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*
- (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

- 4. The date of its incorporation is November 12, 2009 and the period of its duration is Perpetual
- 5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation  
Trust Company, 1209 Orange Street, Wilmington, DE 19801

- 6. The address of its proposed registered office in Rhode Island is 155 South Main Street, Suite 301  
(Street Address, not P.O. Box)  
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is C T Corporation System  
(Name of Agent)

- 7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
To acquire and manage intellectual property

- 8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>See Attached</u>	_____
Director	_____	_____
Director	_____	_____
Director	_____	_____

FILED  
DEC 22 2009  
106731 3:52

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	See Attached	
Vice President		
Treasurer		
Secretary		

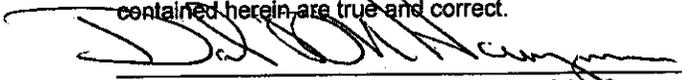
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
3000	Common		\$1.00

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 0.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 00.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: December 4, 2009

  
 \_\_\_\_\_  
 Signature of Authorized Officer of the Corporation  
 David D.R. Hargreaves, Senior Vice President and CFO  
 \_\_\_\_\_  
 Type or Print Name of Authorized Officer

## **List of Officers**

<b>Brian Goldner</b> 1011 Newport Avenue Pawtucket, RI 02862	<b>President</b>
<b>Barry Nagler</b> 1011 Newport Avenue Pawtucket, RI 02862	<b>Senior Vice President, General Counsel and Secretary</b>
<b>David D.R. Hargreaves</b> 1011 Newport Avenue Pawtucket, RI 02862	<b>Senior Vice President and Chief Financial Officer</b>
<b>Jane A. Ritson Parsons</b> 1011 Newport Avenue Pawtucket, RI 02862	<b>Senior Vice President</b>
<b>Martin R. Trueb</b> 200 Narragansett Park Drive Pawtucket, RI 02862	<b>Senior Vice President and Treasurer</b>
<b>Deborah Thomas Slater</b> 200 Narragansett Park Drive Pawtucket, RI 02862	<b>Senior Vice President and Controller</b>
<b>Paul Alexander</b> 200 Narragansett Park Drive Pawtucket, RI 02862	<b>Vice President of Fiscal Compliance</b>
<b>Denis Ferry</b> 2 Roundwood Avenue Stockley Park Uxbridge, Middlesex, UK UB11 1AZ	<b>Head of Finance</b>
<b>Nigel Hutton</b> 2 Roundwood Avenue Stockley Park Uxbridge, Middlesex, UK UB11 1AZ	<b>Head of Legal Affairs</b>

## **List of Directors**

David D.R. Hargreaves  
Brian Goldner  
Barry Nagler

# Delaware

PAGE 1

## The First State

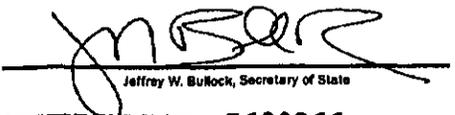
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HASBRO JP, LTD." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF DECEMBER, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

4752601 8300

091073414



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7680266

DATE: 12-07-09



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*

