$100.00
Filing fee: ~~$50.00~~

ARTICLES OF MERGER (SUBSIDIARY) OF DOMESTIC AND FOREIGN CORPORATIONS INTO

Hasbro, Inc.

Pursuant to the provisions of Sections 7-1.1-68.1 and 7-1.1-70 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Merger for the purpose of merging the subsidiary corporation(s) into itself:

FIRST: The names of the merging corporations and the States under the laws of which they are respectively organized are:

Name of Corporation	State
Playskool, Inc.	Delaware
Playskool Baby, Inc.	New Jersey
Kid Dimension, Inc.	Delaware
Milton Bradley Wood Products Co., Inc.	Delaware

SECOND: The laws of the State(s) under which the foreign corporation(s) is (are) organized permit such merger.

THIRD: The name of the surviving corporation is Hasbro, Inc.

and it is to be governed by the laws of the State of Rhode Island

FOURTH: The following Plan of Merger was approved by the directors of the undersigned corporation in the manner prescribed by said Section 7-1.1-68.1 and as required by the applicable laws of the State under which it is organized:

(Insert Plan of Merger)

PLAN OF MERGER OF PLAYSKOOL, INC., PLAYSKOOL BABY, INC., KID DIMENSION, INC. AND MILTON BRADELY WOOD PRODUCTS CO., INC. INTO HASBRO, INC.

1. The names of the subsidiary corporations to be merged are Playskool, Inc., a Delaware corporation (hereinafter referred to as "Playskool, Inc."), Playskool Baby, Inc., a New Jersey corporation (hereinafter referred to as "Playskool Baby, Inc."), Kid Dimension, Inc., a Delaware corporation (hereinafter referred to as "Kid Dimension, Inc.") and Milton Bradley Wood Products Co., Inc., a Delaware corporation (hereinafter referred to as "Milton Bradley Wood Products Co., Inc."). Playskool, Inc., Playskool Baby, Inc., Kid Dimension, Inc., and Milton Bradley Wood Products Co., Inc. are sometimes referred to herein collectively as the "subsidiary corporations" or individually as a "subsidiary corporation." All of the shares of each subsidiary corporation are owned by Hasbro, Inc., a Rhode Island corporation (hereinafter sometimes referred to as "Hasbro, Inc." and sometimes referred to as the "surviving corporation.") The merger of Playskool, Inc., Playskool Baby, Inc., Kid Dimension, Inc., and Milton Bradley Wood Products Co., Inc., with and into Hasbro, Inc. is hereinafter referred to as the "Merger."
2. The surviving corporation shall continue its existence as a corporation organized under the laws of the State of Rhode Island.
3. The effective time of the Merger ("Effective Time") shall be 12.01 A.M. on December 26, 1994.
4. At the Effective Time:

(a) Each subsidiary corporation shall be merged into the surviving corporation pursuant to the provisions of the Business Corporation Act of the State of Rhode Island, the General Corporation Law of the State of Delaware and the New Jersey Business Corporation Act.

(b) The separate existence of each subsidiary corporation shall cease, and all actions thereafter taken shall be taken in the name of the surviving corporation

(c) No cash or other consideration shall be paid or delivered for the shares of the subsidiary corporations, and the certificates for such shares shall be surrendered and cancelled.

(d) The Articles of Incorporation and By-Laws of the surviving corporation shall remain unchanged until amended or changed as provided therein or as provided by law

(e) The then directors and officers of Hasbro, Inc. shall continue as directors and officers of the surviving corporation and shall hold office until their respective successors are elected in accordance with the By-Laws of the surviving corporation.

(f) The surviving corporation shall possess all of the rights, privileges, immunities and franchises, as well of a public as of a private nature, of each subsidiary corporation; and all of the property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action, and all and every other interest of or belonging to or due to each subsidiary corporation shall be taken and deemed to be transferred to and vested in the surviving corporation without further act or deed. The title to any real estate, or any interest therein, vested in the subsidiary corporations shall not revert or in any way be impaired by the Merger.

(g) The surviving corporation shall assume and be responsible and liable for all the liabilities and obligations of the subsidiary corporations; and any claim existing or action or proceeding pending by or against any subsidiary corporation may be prosecuted as if the Merger had not taken place, or the surviving corporation may be substituted in place of any subsidiary corporation. Neither the rights of creditors nor any liens upon the property of any subsidiary corporation shall be impaired by the Merger

(h) Except as otherwise specifically set forth in this Plan of Merger, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of Hasbro, Inc. shall continue unaffected and unimpaired by the Merger.

5. The surviving corporation shall pay all the expenses of carrying this Plan of Merger into effect and of accomplishment of the Merger.
6. The surviving corporation, as owner of all the outstanding shares of the subsidiary corporations, hereby waives, pursuant to Section 7-1.1-68(d) of the General Laws, 1956, as amended, of the State of Rhode Island, the mailing to it of a copy of this Plan of Merger.

FORM 33A

FIFTH: As to the subsidiary corporation(s), the number of shares outstanding, and the designation and number of outstanding shares of each class and the number of shares of each class owned by the surviving corporation are as follows:

	Number of shares outstanding	Number of shares owned by surviving corporation	Designation of class	Number of shares	Number of shares owned by surviving corporation
ıyskool, Inc.	10,000	10,000	Common	10,000	10,000
l Dimension, Inc.	1,000	1,000	Common	1,000	1,000
⁚ton Bradley Wood ⁚oducts Co., Inc.	3,000	3,000	Common	3,000	3,000
ıyskool Baby, Inc.	60	60	Common	60	60

SIXTH: ~~A copy of the Plan of Merger was mailed to the shareholders of the subsidiary corporation(s) on~~ Hasbro, Inc. as sole shareholder of the subsidiary corporations has waived a copy of the Plan of Merger.

SEVENTH: If the surviving corporation is to be governed by the laws of any other State, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of the above listed domestic corporation(s) and in any proceeding for the enforcement of the rights of any dissenting shareholder of such domestic corporation(s) against the surviving corporation; (b) irrevocably appoints the Secretary of State of Rhode Island as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation(s) the amount, if any, to which they shall be entitled under the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, with respect to the rights of dissenting shareholders.

EIGHTH: Time merger is to become effective (§7-1.1-69): 12:01 AM, December 26, 1994.

Dated December 16, 1994

Hasbro, Inc.
(Exact Corporate Name)

By [signature]
(Its President)

and Donald M. Robbins [signature]
(Its Secretary)

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

At Pawtucket in said county on the 16th day of December 1994, before me personally appeared Alan G. Hassenfeld, who being by me first duly sworn, declared that he is the President of Hasbro Inc., that he signed the foregoing document as such President of the corporation, and that the statements therein are true.

[signature]
(Notary Public)
My Commission Expires 2/15/95

FILED
DEC 2 ? 1994
By PLP#14 133039

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

FAX (401) 277-6006

December 14, 1994

TO WHOM IT MAY CONCERN:

Re: KID DIMENSION, INC.

It appears from our records that the abovenamed corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the abovenamed corporation for the purpose of:

MERGER OF CORPORATION-NON-SURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Ernest A. DeAngelis
Chief Revenue Agent
Corporations