

Filing fee: \$10.00

**STATEMENT OF
CANCELLATION OF REACQUIRED SHARES
OF**

HASBRO, INC.

To the Secretary of State
of the State of Rhode Island

Sec Restated
Articles of Incorporation

Pursuant to the provisions of Section 7-1.1-62 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement of cancellation by resolution of its board of directors of shares of the corporation reacquired by it, other than redeemable shares redeemed or purchased :

FIRST: The name of the corporation is Hasbro, Inc.

SECOND: The number of reacquired shares of the corporation cancelled by resolution duly adopted by the board of directors of the corporation on April 7, 1983, is 774, itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Common	-----	774

THIRD: The aggregate number of issued shares of the corporation after giving effect to such cancellation is 54,438,661, itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Common	-----	53,032,092
Preference	8% Convertible	1,406,559

FOURTH: The amount of the stated capital of the corporation, after giving effect to such cancellation is \$ 61,680,271.

Dated January 19, 19 89

Hasbro, Inc.
By John I. O'Neill
Its Sr. Vice President-Finance
and Donald M. Robbins
Its Secretary

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

} Sc.

At Pawtucket in said county on this 19 day of
January, 19 89, personally appeared before me John I.
O'Neill, who, being by me first duly sworn, declared that he is the Senior
Vice President-Finance of Hasbro, Inc.

that he signed the foregoing document as Senior Vice President-Finance of the
corporation, and that the statements therein contained are true.

Joanna R. Vellante
Notary Public

(NOTARIAL SEAL)

My Comm. Expires 12/31/91

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