

Filing fee: \$10.00

**STATEMENT OF
CANCELLATION OF REACQUIRED SHARES
OF**

HASBRO, INC.

To the Secretary of State
of the State of Rhode Island

See 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 1,237, itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Common	-----	1,237

THIRD: The aggregate number of issued shares of the corporation after giving effect to such cancellation is 54,428,485, itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Common	----	53,021,916
Preference	8% convertible	1,406,569

FOURTH: The amount of the stated capital of the corporation, after giving effect to such cancellation is \$61,675,183.00.

Dated December 6, 1988.

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

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At Pawtucket in said county on this 6th day of
December, 1988, personally appeared me John 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.

James A. Vallante
Notary Public

(NOTARIAL SEAL)

My Commission Expires June 30, 1991

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CORPORATIONS DIV.
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