

Filing fee: \$10.00

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**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, 1966, 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 1,028, itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Common	-----	1,028

THIRD: The aggregate number of issued shares of the corporation after giving effect to such cancellation is 54,421,952, itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Common	-----	53,015,383
Preferred	8% convertible	1,406,569

RECORDED
MAY 20 11 17 AM '83

FOURTH: The amount of the stated capital of the corporation, after giving effect to such cancellation is \$ 61,671,916.50

MR

Dated November 12, 1988, 19

HASBRO, INC.

By Alfred J. Verrecchia
Alfred J. Verrecchia
Its Exec. Vice President Finance &
and Donald M. Robbins
Donald M. Robbins
Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At Pawtucket in said county on this 12th day of
November, 1988, personally appeared me Alfred J.
Verrecchia, who, being by me first duly sworn, declared that he is the Executive Vice
President-Finance & Administration of Hasbro, Inc.

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

Joanna R. Vallante
Notary Public

(NOTARIAL SEAL)

my Commission expires
6/30/91

Rec'd & Filed NOV 25 1988

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DEPARTMENT OF STATE
OFFICE OF
SECRETARY OF STATE
PROVIDENCE, R. I.