

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, 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 and April 30, 1984 is 2,268, itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Common		2,263
Preference	8% convertible	5

THIRD: The aggregate number of issued shares of the corporation after giving effect to such cancellation is 54,411,980, itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Common		53,005,411
Preference		1,406,569

FOURTH: The amount of the stated capital of the corporation, after giving effect to such cancellation is \$ 61,666,930.50

Dated August 4, 1988

HASBRO, INC.

By Alfred J. Verrecchia  
Its Exec. VP. President-Finance &  
Administration  
and Ronald M. Robbins  
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} Sc.

At Pawtucket in said county on this 4th day of  
August, 1988, personally appeared before 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.

James R. Vallante  
Notary Public

(NOTARIAL SEAL)

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