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State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

See Restated Articles of Incorporation

HASBRO, INC.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

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

SECOND: The shareholders of the corporation on May 18, 1988, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

1. Article Fifth of the Articles of Association of the Corporation is hereby amended by deleting the first paragraph thereof in its entirety and inserting in lieu thereof the following:

"Article Fifth:

The total amount of authorized capital stock of the Corporation, with par value, shall be Eighty Seven Million Five Hundred Thousand Dollars (\$87,500,000), as follows, viz:

Common Stock in the amount of Seventy Five Million Dollars (\$75,000,000), to be divided into One Hundred Fifty Million (150,000,000) shares of the par value of Fifty Cents (\$.50) each;

Preference Stock in the amount of Twelve Million Five Hundred Thousand Dollars (\$12,500,000), to be divided into Five Million (5,000,000) shares of the par value of Two and 50/100 Dollars (\$2.50) each."

2. The following Article is hereby added to the Articles of Association:

"Article Thirteenth:

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of the director's duty as a director, except for liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) the liability imposed pursuant to the provisions of Section 7-1.1-43 of the Rhode Island Business Corporation Act; or (iv) for any transaction from which the director derived an improper personal benefit (unless said transaction is permitted by Section 7-1.1-37.1 of the Rhode Island Business Corporation Act). If the Rhode Island Business Corporation Act is amended after approval by the shareholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation or its shareholders shall be eliminated or limited to the fullest extent permitted by the Rhode Island Business Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification."

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THIRD: The number of shares of the corporation outstanding at the time of such adoption was 54,410,238; and the number of shares entitled to vote thereon was 53,002,164.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
Common	53,002,164

FIFTH: The number of shares voted for such amendment was 42,325,408; and the number of shares voted against such amendment was 1,912,249.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
Common	42,325,408	1,912,249

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

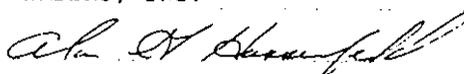
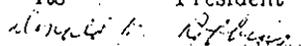
No Change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

No Change

Dated May 18, 1988

HASBRO, INC.

By 
 Its President
 and 
 Its Secretary

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} Sc.

At Pawtucket in said county on this 18th day of May, 1988, personally appeared before me 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 President of the corporation, and that the statements therein contained are true.

Joanna R. Vallante
Notary Public

(NOTARIAL SEAL)

My Commission expires 6/30/91