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Filing fee: \$10.00

STATEMENT OF
CANCELLATION OF REACQUIRED SHARES
OF
HASBRO, INC.

Sec Restated
Articles of Incorporation

To the Secretary of State
of the State of Rhode Island

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 May 29, 1985, is

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Common Stock	--	455

THIRD: The aggregate number of issued shares of the corporation after giving effect to such cancellation is

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Common	--	24,053,022

FOURTH: The amount of the stated capital of the corporation, after giving effect to such cancellation is \$ 196,114,000 (approx.)

Dated July 3, 19 85

By Alfred J. Verrecchia
Its Sr. V. President - Finance
and Donald H. Miller
Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At Pawtucket in said county on this 3rd day of July, 19 85, personally appeared before me Alfred J. Verrecchia, who, being by me first duly sworn, declared that he is the Sr. VP-Finance of Hasbro, Inc., that he signed the foregoing document as Sr. VP-Finance of the corporation, and that the statements therein contained are true.

Donald H. Miller
Notary Public

(NOTARIAL SEAL)

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