

State of Rhode Island and Providence Plantations

Sec Restated
Articles of Incorporation

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

HASBRO INDUSTRIES, 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 Industries, Inc.

SECOND: The shareholders of the corporation on May 11, 1983, 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:

Article No. Fifth:

The total amount of authorized capital stock of said corporation, with par value, shall be Eight Million Five Hundred Thousand Dollars (\$8,500,000), as follows, viz:...

Common Stock in the amount of Six Million Dollars (\$6,000,000.00), to be divided into Twelve Million (12,000,000) shares of the par value of Fifty Cents (\$.50) each;

Preference Stock in the amount of Two Million Five Hundred Thousand Dollars (\$2,500,000.00), to be divided into One Million (1,000,000) shares, of the par value of Two and 50/100 Dollars (\$2.50) each.

A description of the terms, conditions, rights, privileges and other provisions regarding the Preference Stock is as follows, viz:

The Board of Directors of the corporation is authorized to issue the Preference Stock of the Corporation from time to time in one or more series, each series to have such dividend rates, convertibility features, redemption rates and prices, liquidation preferences, voting rights and other rights, limitations and qualifications as the Board of Directors may determine, including but not limited to the following:

- (a) the serial designation of each series;
- (b) the rate or rates of preferential, non-participating dividends, if any, payable either in cash or in property, or in the shares of the same series or another series of Preference Stock, or in shares of the Common Stock, or in any combination thereof;
- (c) the dates of payment of dividends and whether dividends shall be cumulative and if cumulative the dates from which dividends shall be cumulative;
- (d) the price or prices and the time at which the same may be redeemed, which shall be not less than the par value thereof, plus dividend arrearages, if any;
- (e) the notice of redemption required;
- (f) the amount and terms of a sinking fund, if any, for the redemption thereof, provided such sinking fund is payable only out of funds legally available therefor;
- (g) the terms, conditions, rights, privileges and other provision, if any, respecting the conversion of any or all series of Preference Stock into either Preference Stock of the same series or another series of Preference Stock, or into Common Stock or into any other class of capital stock which the corporation may then be authorized to issue, or into any combination thereof;

(h) the preferential amount or amounts which shall be paid to the holders thereof in the event of liquidation, dissolution, or winding up of the corporation, whether voluntary, or involuntary, which shall be not less than the par value plus dividend arrearages, if any;

(i) the voting powers, if any, rights to participate in meetings of stockholders, or rights to have notice of meetings of stockholders; and

(j) such other designations, preferences and relative, participating optional or other special rights, and qualifications, limitations or restrictions thereof, as are permitted by the provisions of Section 7-3-1 of the General Laws of Rhode Island, and all amendments thereof and additions thereto.

Each series of the Preference Stock shall have such preferences as to dividends and assets and amounts distributable on liquidation, dissolution or winding up as shall be declared by the resolution or resolutions of the Board of Directors establishing such series; provided that all Preference Stock shall be preferred over all Common Stock as to dividends. All shares of any one series shall rank equally.

The shares of any series of Preference Stock which have been issued and redeemed, will have the status of authorized and unissued shares and may be reissued as shares of the series of which they were originally a part or may be issued as shares of a new series or as shares of any other series, all subject to the conditions and restrictions of any series of Preference Stock.

Subject to the limitations prescribed in this Article Fifth and any further limitations in accordance herewith, the holders of shares of Common Stock shall be entitled to receive, when and as declared by the Board of Directors of the corporation out of the assets of the corporation which are by law available therefor, dividends payable either in cash, or in property, or in shares of any series of Preference Stock, or in Common Stock, or in any combination thereof. No dividends, however, other than dividends payable in shares of Common Stock shall be paid on Common Stock if dividends in full on all outstanding shares of Preference Stock to which the holders thereof are entitled shall not have been paid or declared and set apart for payment. Each issued and outstanding share of Common Stock shall entitle the holder thereof to full voting power.

The board of directors may authorize the issuance of additional shares of Common Stock and/or Preference Stock, not exceeding the number of shares authorized, and in the event of the issuance of additional shares as aforesaid, the stockholders shall not have any preemptive right to subscribe for any new stock to be issued by the corporation, in proportion to and/or by virtue of their respective holdings of stock at the time of such issue."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 3,267,449; and the number of shares entitled to vote thereon was 3,267,449 shares Common Stock, \$.50 par value.

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>
None	

FIFTH: The number of shares voted for such amendment was 2,331,012; and the number of shares voted against such amendment was 3,065.

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>
None		

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 11, 19⁸³

HASBRO INDUSTRIES, INC.

By Joseph J. Verrill
 Its Vice President
 and Richard M. Kellen
 Its Secretary

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

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At Pawtucket in said county on this 11th day of
May, 1983, personally appeared before me ALFRED J.
VERRECCHIA, who, being by me first duly sworn, declared that he is the Senior
Vice President - Finance of Hasbro Industries, Inc.

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

Alfred J. Verrecchia

Notary Public

(NOTARIAL SEAL)

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