

Filing Fee: \$5.00

STATEMENT OF
CANCELLATION OF REDEEMABLE SHARES
OF

HASBRO INDUSTRIES, INC.

See Restated
Articles of Incorporation

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-61 of the General Laws, 1966, as amended, the undersigned corporation submits the following statement of cancellation by redemption or purchase of redeemable shares of the corporation:

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

SECOND: The number of redeemable shares of the corporation cancelled through redemption or purchase is 692,278, itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Common		692,278 - Par Value \$.50 per share

THIRD: The aggregate number of issued shares of the corporation after giving effect to such cancellation is 1,310,179, itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Common		1,310,179 - Par Value \$.50 per share

FOURTH: The amount of the stated capital of the corporation after giving effect to such cancellation is \$346,139.

FIFTH: The number of shares which the corporation has authority to issue after giving effect to such cancellation is 4,000,000, itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Common		4,000,000 - Par Value \$.50 per share
Preferred	12881	1,000,000 - Par Value \$2.50 per share

Dated January 28, 1981

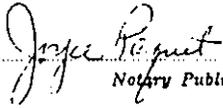
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HASBRO INDUSTRIES, INC.
By [Signature]
Its Vice President - Finance
and [Signature]
Its Secretary

STATE OF RHODE ISLAND
COUNTY OF Providence

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At Pawtucket in said county on this 28th day
of January, 1981, personally appeared before me Donald
M. Robbins, who, being by me first duly sworn, declared that he is the
Secretary of Hasbro Industries, Inc.
that he signed the foregoing document as Secretary of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

