

## State of Rhode Island and Providence Plantations

See Restated  
Articles of Incorporation  
May 15, 1969

WE, the undersigned officers of

HASBRO INDUSTRIES, INC.

a corporation duly incorporated under the laws of the State of Rhode Island,  
HEREBY CERTIFY, that at a meeting of the stockholders of said corporation, duly called  
for the purpose, and held in the City of Cranston,  
in said State, on the Fourteenth day of May, A. D. 1969,  
the following amendment ~~(s)~~ to the Articles of Association ~~(or Charter)~~ was ~~adoption~~  
duly adopted by an affirmative vote of the following proportion of the stockholders of  
said corporation, viz:—

More than two-thirds of the stock of the Corporation  
issued and outstanding.

which said vote amends or adds the following Article(or Articles)to read as follows,viz.—

“Article No.

“Article No.

"Article No.

"ARTICLE FIFTH. The total amount of authorized capital stock of said corporation, with par value, shall be Four Million Five Hundred Thousand Dollars (\$4,500,000), as follows, viz:

Common Stock in the amount of Two Million Dollars (\$2,000,000.00), to be divided into Four Million (4,000,000) 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 provisions, 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 determined by the Board of Directors of the corporation out of the assets of the corporation which are 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 dividend, 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 of 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. "

"Article No.

"Article No.

[CORPORATE SEAL]

ATTEST:

*Stephen J. Varsenfeld*  
 Executive Vice-President (and Vice-President)  
*[Signature]*  
 Secretary

State of Rhode Island,  
 County of Providence

In the City of Pawtucket  
 on this 16<sup>th</sup> day of May  
 A. D. 19 69, subscribed and sworn to before me.

*Donald M. Rother*  
 Notary Public

ORIGINAL

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF ASSOCIATION OR  
CHARTER OF

HASBRO INDUSTRIES, INC.

Duly Incorporated Under the Laws of  
the State of Rhode Island.

BY 16-69 SEC-OF STATE 014 C9\*\*\*\*20.00

*EFW*

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

MAY 16 1969

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No: 40699

Providence May 16, 19 69

I Hereby Certify That Hasbro Industries, Inc.

has paid into the State Treasury a fee of

One Hundred Twenty-five

Dollars for Corporation (Amendment)

in accordance with the provisions of 7-19, General Laws.

Raymond H. Deane  
General Treasurer