

**State of Rhode Island and Providence Plantations**  
**See Restated**  
**Articles of Incorporation**

July 25, 1968

WE, the undersigned officers of

HASSENFELD BROS., 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 Providence, Rhode Island  
in said State, on the 25th day of July, A. D. 1968,  
the following amendment(s) to the Articles of Association (or Charter) was (or were)  
duly adopted by an affirmative vote of the following proportion of the stockholders of  
said corporation, viz:—

The unanimous vote of theholders of more than two-thirds  
~~of the preferred stock~~ of the preferred stock of the corporation,  
and the unanimous vote of the holders of more than two-  
thirds of the common stock of the corporation.

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

"Article No. FIRST: That, Philip C. Joslin, Arthur H. Feiner  
and Ira Marcus, and their successors and assigns, hereby constitute  
a corporation under and by virtue of, and with all the powers and  
privileges, and subject to all the duties and liabilities set forth  
in Title 7 of the General Laws of 1956, entitled, General Corporation  
Law of the State of Rhode Island, and all acts in amendment thereof  
and in addition thereto."

"Article No. SECOND: Said corporation shall be known by the name  
of HASBRO INDUSTRIES, INC."

"Article No. THIRD: Said corporation is formed (as permitted by Sec. 7-2-3 of the General Laws) for the purpose of manufacturing, processing, buying, selling, photographing, printing and/or otherwise dealing in all kinds of toys, novelties, school supplies, games, plastics, pens, pencils, erasers and other articles of a similar nature; manufacturing, processing, buying, selling, photographing, printing and otherwise dealing in other articles of personal property bearing the names, pictures, likenesses and/or reproduction of any toys, novelties, school supplies, games, plastics, pens, pencils, erasers and other articles of a similar nature; to apply for, obtain, register, purchase, lease, or otherwise to acquire and hold, own, use, develop, operate and introduce, and to sell, assign, grant and/or receive licenses or territorial rights in respect to, or otherwise to turn to account or dispose of, any copyrights, trademarks, trade names, patents, labels, patent rights or letters patent of the United States, or of any other country or government, inventions, improvements and processes, whether used in connection or secured under letters patent or otherwise; and generally to engage in any other lawful business, except as hereinafter and/or by law prohibited; and generally to do any and all acts necessary, incident or related to any of the foregoing specific purposes.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:-- (See Sec. 7-2-10 of the General Laws).

To do any lawful act which is necessary or proper to accomplish the purposes of its incorporation. Without limiting or enlarging the effect of this general grant of authority, it is hereby specifically provided that every corporation shall have power:

(a) to have perpetual succession in its corporate name, unless a period for its duration is limited in its articles of association or charter;

(b) to sue and be sued in its corporate name;

(c) To have and use a common seal, and alter the same at pleasure;

(d) to elect such officers and appoint such agents as its business requires, and to fix their compensation and define their duties;

(e) to make by-laws not inconsistent with the Constitution or laws of the United States or of this state, or with the corporation's charter, or articles of association, determining the time and place of holding and the manner of calling and of conducting meetings of its stockholders and directors, the manner of electing its officers and directors, the mode of voting by proxy, the number, qualifications, powers, duties and term of office of its officers and directors, the number of directors

and of shares of stock necessary to constitute a quorum, which number may be less than a majority, and the method of making demand for payment of subscriptions to its capital stock, and providing for an executive committee to be elected from and by the board of directors and defining its powers and duties, and containing any other provisions, whether of the same or of a different nature, for the management of the corporation's property and the regulation and government of its affairs;

(f) to make contracts, incur liabilities and borrow money;

(g) to acquire, hold, sell and transfer shares of its own capital stock; provided, that no corporation shall use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation;

(h) to acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds, securities or evidences of indebtedness created by, or the shares of the capital stock of any other corporation or corporations of this state or of any other state, country, nation or government, and while owner of said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

(i) to guarantee any bonds, securities or evidences of indebtedness created by or dividends on or a certain amount per share in liquidation of the capital stock of any other corporation or corporations created by this state or by any other state, country, nation or government;

(j) to acquire, hold, use, manage, convey, lease, mortgage, pledge or otherwise dispose of within or without this state any other property, real or personal, which its purposes shall require;

(k) to conduct business and have offices in this state and elsewhere; provided, however, that nothing in this section contained shall authorize any corporation to carry on the business of a bank, savings bank or trust company."

"Article No. FOURTH: The principal office of said corporation shall be located in Pawtucket, Rhode Island."

"Article No. FIFTH: The TOTAL amount of authorized capital stock of said corporation, with par value, shall be Two Million (\$2,000,000.00) Dollars as follows, viz:

Common stock in the amount of Two Million (\$2,000,000.) Dollars to be divided into four million (4,000,000) shares of the par value of Fifty (50¢) Cents each.

Such stock may be issued by the corporation as and when the board of directors and/or the stockholders may determine, for cash or for property having a value of not less than the par value of such stock, and stock so issued shall be full-paid and not liable to any further call or assessment, and the holders thereof shall not be liable for any further payments under the provisions of the general corporation law.

The holders of common stock shall be entitled to dividends only as and when declared by the board of directors.

The board of directors may authorize the issuance of additional shares of common 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. SIXTH: The period of duration of said corporation shall be perpetual."

"Article No. SEVENTH: The power to make, alter and repeal by-laws shall be in the stockholders; provided, however, the board of directors shall also have the power to make, alter and repeal by-laws.

"Article No. EIGHTH: The corporation may contract for any lawful purpose with one or more of its directors or with any corporation having with it a common director or directors, if the contract is entered into in good faith, if it is approved or ratified by vote of the holders of a majority in interest of its stock or by a majority vote at any meeting of its board of directors excluding any vote by the contracting or common director or directors and if the contracting or common director or directors shall not be necessary for a quorum at the meeting for the purpose. A contract made in compliance with the foregoing provisions shall be voidable by the corporation complying with the said provisions only in case it would be voidable if made with a stranger. A contract not otherwise void or voidable shall not be rendered void or voidable merely because not approved or ratified in accordance with the foregoing provisions."

"Article No.

"Article No.

[CORPORATE SEAL]

ATTEST:

*Wm. H. H. H. H.*

President (or Vice President).

*[Signature]*

Secretary (or Assistant Secretary).

State of Rhode Island,

County of Providence }

In the City of PROVIDENCE  
on this 14 day of July  
A. D. 19 68, subscribed and sworn to before me.

*[Signature]*  
Notary Public.

BUSINESS

ORIGINAL

CONSOLIDATED  
CERTIFICATE OF AMENDMENT OF  
ARTICLES OF ASSOCIATION OR  
CHARTER OF

HASSENFELD BROS., INC.

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

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

JUL 25 1938

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JUL 25 1938