

B98000000199



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 761578 4813885

AUTHORIZATION :

COST LIMIT : \$ ~~87.50~~

Patricia Pysak

105.00

ORDER DATE : March 30, 1998

ORDER TIME : 10:45 AM

500002475155--9

ORDER NO. : 761578-010

CUSTOMER NO: 4813885

CUSTOMER: Ken Wagner, Legal Asst
Newman Tannenbaum Helpern
900 Third Avenue

New York, NY 10022-4775

FOREIGN FILINGS

NAME: HASBRO LATIN AMERICA, L.P.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -1 PM 1:21

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

98 APR -1 AM 11:43
DIVISION OF CORPORATION

B98-199

OK



Florida Department of State, Sandra B. Mortham, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. HASBRO LATIN AMERICA, L.P.
(Name of limited partnership as it is in the home state)
2. HASBRO LATIN AMERICA, LTD.
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.") 7
3. Delaware 4. March 19, 1998
(State of Formation) (Date of Formation)
5. Corporation Service Company
(Name of Registered Agent for Service of Process)
6. 1201 Hays Street
(Street Address of Registered Office)
- Tallahassee, Florida 32301
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.
By: Merryl Wiener Merryl Wiener
Asst. Vice President
(Agent must sign on this line)
8. 1013 Centre Road, Wilmington, DE 19805
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
HASBRO LATIN AMERICA HOLDINGS, INC. 1027 Newport Avenue
Pawtucket, RI 02862
1027 Newport Avenue, Pawtucket, RI 02862
(Office where Names, Addresses and contributions of Limited Partners are kept.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR - 1 PM 1:21

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

CONTINUED

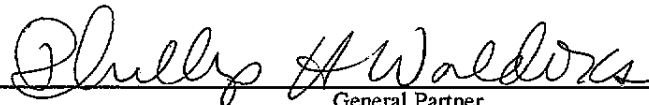
12. 1027 Newport Avenue

Pawtucket, RI 02862

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This day of _____, March 27, 19 98



General Partner

Phillip H. Waldoks, Senior Vice President —
Corporate Legal Affairs and Secretary of
Hasbro Latin America Holdings, Inc.

STATE OF New York

COUNTY OF New York

On this 27th day of March, 19 98, Phillip H. Waldoks

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the bases of _____



(Notary Public Signature)

(Notary Public Signature)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR - 1 PM 1:21

Seal

KEN WAGNER
Notary Public, State of New York
No. 01WA4805852
Qualified in Nassau County
My Commission expires: Commission Expires March 30, 2000

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally Phillip H. Waldoks, Senior Vice President -
Corporate Legal Affairs and Secretary of
the ~~general partner of~~ Hasbro Latin America Holdings, INC Delaware Limited partnership
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 10,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 10,000.00

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 27th day of March, 19 98

Phillip H. Waldoks
General Partner
Phillip H. Waldoks

STATE OF New York
COUNTY OF New York

On this 27th day of March, 19 98, Philip H. Waldoks, Senior Vice President
Corporate Legal Affairs and Secretary of
Hasbro Latin America Holdings, Inc.
personally appeared before me, ☒ who is personally known to me

☐ whose identity I proved on the bases of _____

Ken Wagner
(Notary Public Signature)

(Notary Public Signature)

Seal

My Commission Expires: _____

KEN WAGNER
Notary Public, State of New York
No. 01WA4805852
Qualified in Nassau County
Commission Expires March 30, 192000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
90 APR - 1 PM 1:21