



THE UNITED STATES  
CORPORATION  
COMPANY

E980000001863

ACCOUNT NO. : 072100000032

REFERENCE : 761578 4813885

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia P. P.*

ORDER DATE : March 30, 1998

ORDER TIME : 10:36 AM

ORDER NO. : 761578-005

400002475154--3

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 HOLDINGS,  
INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR -1 PM 12:31  
4/1

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

*[Signature]*

98 APR -1 AM 11:43  
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:*

1. HASBRO LATIN AMERICA HOLDINGS, INC.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 05-0497536  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 18, 1998 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1027 Newport Avenue  
Pawtucket, RI 02862  
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized in this state.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)  
Name: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(Zip Code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

By: Merryl Wiener (Registered agent's signature)  
Corporation Service Company  
Merryl Wiener  
Asst. Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P.O. Box NOT acceptable)

**A. DIRECTORS (Street address only- P.O. Box NOT acceptable)**

Chairman: Alan G. Hassenfeld

Address: 1027 Newport Avenue  
Pawtucket, RI 02862

Vice Chairman: Harold P. Gordon

Address: 1027 Newport Avenue  
Pawtucket, RI 02862

Director: Phillip H. Waldoks

Address: 1027 Newport Avenue  
Pawtucket, RI 02862

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only- P.O. Box NOT acceptable)**

President: (SEE RIDER 12.B. ATTACHED HERETO)

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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DIVISION OF CORPORATIONS  
98 APR - 1 PM 12:31

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Phillip H. Waldoks

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Phillip H. Waldoks, Senior Vice President-Corporate Legal Affairs and Secretary

(Typed or printed name and capacity of person signing application)

RIDER 12.B. TO THE  
APPLICATION BY FOREIGN CORPORATION  
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA  
OF HASBRO LATIN AMERICA HOLDINGS, INC.

NAME

OFFICE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Alan G. Hassenfeld

Chairman

1011 Newport Avenue  
Pawtucket, RI 02862

-E. David Wilson

President

1011 Newport Avenue  
Pawtucket, RI 02862

• Harold P. Gordon

Vice Chairman  
and Executive Vice President

1011 Newport Avenue  
Pawtucket, RI 02862

Sheldon Klein

Executive Vice President

1027 Newport Avenue  
Pawtucket, RI 02862

Alfred J. Verrecchia

Executive Vice President

1011 Newport Avenue  
Pawtucket, RI 02862

John T. O'Neill

Executive Vice President  
and Chief Financial Officer

1011 Newport Avenue  
Pawtucket, RI 02862

Avrum Stark

Senior Vice President -  
Finance and Administration

2350 De la Province Longueuil  
Quebec J4G 1G2  
Canada

Richard B. Holt

Senior Vice President  
and Controller

200 Narragansett Park Drive  
Pawtucket, RI 02862

Cynthia B. Reed

Senior Vice President  
and General Counsel  
and Assistant Secretary

1027 Newport Avenue  
Pawtucket, RI 02862

Phillip H. Waldoks

Senior Vice President -  
Corporate Legal Affairs  
and Secretary

32 West 23rd Street  
New York, NY 10010

Martin R. Trueb

Senior Vice President  
and Treasurer

200 Narragansett Park Drive  
Pawtucket, RI 02862

Elias Perez

General Manager -  
Hasbro Latin America Ltd.

1027 Newport Avenue  
Pawtucket, RI 02862

Brenda T. Simensky

Assistant Secretary

32 West 23rd Street  
New York, NY 10010

State of Delaware  
**Office of the Secretary of State**

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HASBRO LATIN AMERICA HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR -1 PM 12:31



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9002817

DATE: 03-31-98