

FO4000001078

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From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

LeapFrog Enterprises, Inc.

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FO4-1078
OR

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

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

1. LeapFrog Enterprises, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 95-4652013

(FEI number, if applicable)

4. 08/01/1997

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6401 Hollis Street, Suite 150, Emeryville, CA 94608

(Principal office address)

same

(Current mailing address)

8. Design, develop and market technology-based educational products and related proprietary content.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island

Plantation

(City)

, Florida

33324

(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.

C T Corporation System

By: Naseem A. Conde

(Registered agent's signature)

**NASEEM A. CONDE
SPECIAL ASST. SECRETARY**

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Peter Wong, Asst. Secretary

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

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BUSINESS ADDRESSES

LEAPFROG DIRECTORS	LEAPFROG SENIOR EXECUTIVES
<p>Steve Fink Chairman of LeapFrog Enterprises, Inc. Knowledge Universe 1250 Fourth Street, Sixth Floor Santa Monica, CA 90401</p>	<p>James P. Curley Chief Financial Officer & Secretary LeapFrog Enterprises, Inc. 6401 Hollis Street, Ste. 150 Emeryville, CA 94608</p>
<p>Michael C. Wood Chief Vision & Creative Officer and Vice Chairman LeapFrog Enterprises, Inc. 6401 Hollis Street, Ste. 150 Emeryville, CA 94608</p>	<p>Fred Forsyth Chief Operations Officer LeapFrog Enterprises, Inc. 6401 Hollis Street, Ste. 150 Emeryville, CA 94608</p>
<p>Paul Rioux Vice Chairman LeapFrog Enterprises, Inc. 6401 Hollis Street, Ste. 150 Emeryville, CA 94608</p>	<p>Tim Bender President, Global Consumer Group LeapFrog Enterprises, Inc. 6401 Hollis Street, Ste. 150 Emeryville, CA 94608</p>
<p>Thomas J. Kalinske Chief Executive Officer LeapFrog Enterprises, Inc. 6401 Hollis Street, Ste. 150 Emeryville, CA 94608</p>	<p>Bob Lally President School Products Div, LFSH LeapFrog Enterprises, Inc. 6401 Hollis Street, Ste. 150 Emeryville, CA 94608</p>
<p>Jerome Perez President LeapFrog Enterprises, Inc. 6401 Hollis Street, Ste. 150 Emeryville, CA 94608</p>	<p>L. James Marggraff Executive Vice President, Worldwide Content LeapFrog Enterprises, Inc. 6401 Hollis Street, Ste. 150 Emeryville, CA 94608</p>
<p>Jeffrey Berg Director of LeapFrog Enterprises, Inc. International Creative Management 8942 Wilshire Boulevard Beverly Hills, CA 90211-1934</p>	<p>Madeline Schroeder Executive Vice President, Publishing Services LeapFrog Enterprises, Inc. 6401 Hollis Street, Ste. 150 Emeryville, CA 94608</p>
<p>Barry Munitz Director of LeapFrog Enterprises, Inc. The J. Paul Getty Trust 1200 Getty Center Drive, Suite 400 Los Angeles, CA 90049</p>	<p>Mark Flowers Vice President of Technology LeapFrog Enterprises, Inc. 130-D Knowles Drive Los Gatos, CA 95032</p>
<p>Stan Maron Director of LeapFrog Enterprises, Inc. & Assistant Secretary Maron & Sandler Associates 1250 Fourth Street, Suite 550 Santa Monica, CA 90401</p>	<p>ADDITIONAL LEAPFROG OFFICERS</p>
<p>Stewart A. Resnick Director of LeapFrog Enterprises, Inc. Roll International Corporation 11444 West Olympic Blvd. Los Angeles, CA 90064</p>	
<p>Sarina Simon Director of LeapFrog Enterprises, Inc. Knowledge Universe Knowledge Kids Network 1100 Glendon Avenue, Suite 1600 Los Angeles, CA 90024</p>	
<p>E. Stanton McKee Director of LeapFrog Enterprises, Inc. 27197 Prado del Sol Carmel, CA 93923</p>	<p>Kenn Guernsey Assistant Secretary Cooley Godward LLP One Maritime Plaza 20th Floor San Francisco, CA 94111</p>

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LEAPFROG ENTERPRISES, 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 TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LEAPFROG ENTERPRISES, INC." WAS INCORPORATED ON THE FIRST DAY OF AUGUST, A.D. 1997.

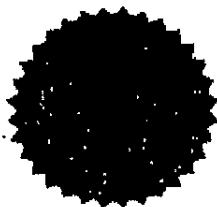
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2953104

DATE: 02-25-04