

# 2005 FOR PROFIT CORPORATION ANNUAL REPORT

**FILED**  
**Apr 21, 2005 8:00 am**  
**Secretary of State**

04-21-2005 90255 030 \*\*\*158.75

<b>DOCUMENT # F04000001078</b>					
<b>1. Entity Name</b> LEAPFROG ENTERPRISES, INC.					
<b>Principal Place of Business</b> 6401 HOLLIS STREET, SUITE 150 EMERYVILLE, CA 94608			<b>Mailing Address</b> 6401 HOLLIS STREET, SUITE 150 EMERYVILLE, CA 94608		
<b>2. Principal Place of Business</b>			<b>3. Mailing Address</b>		
Suite, Apt. #, etc.			Suite, Apt. #, etc.		
City & State			City & State		
Zip		Country		Zip	
Country		Country		04122005    Chg-P    CR2E034 (10/03)	
<b>4. FEI Number</b> 95-4652013				Applied For <input type="checkbox"/> Not Applicable	
<b>5. Certificate of Status Desired</b> <input checked="" type="checkbox"/>				<b>\$8.75 Additional Fee Required</b>	
<b>6. Name and Address of Current Registered Agent</b>  C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324			<b>7. Name and Address of New Registered Agent</b> Name _____ Street Address (P.O. Box Number is Not Acceptable) _____ City _____ <b>FL</b> Zip Code _____		
<b>8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.</b>					
SIGNATURE _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)</small>					
<b>FILE NOW!!! FEE IS \$150.00</b> <b>After May 1, 2005 Fee will be \$550.00</b>		<b>9. Election Campaign Financing</b> Trust Fund Contribution. <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>			
<b>10. OFFICERS AND DIRECTORS</b>			<b>11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11</b>		
<b>TITLE</b> C <b>NAME</b> PINK, STEVE <b>STREET ADDRESS</b> 1250 FOURTH STREET, SIXTH FLOOR <b>CITY-ST-ZIP</b> SANTA MONICA, CA 90401	<input type="checkbox"/> Delete		<b>TITLE</b> C <b>NAME</b> Fink, Steve <b>STREET ADDRESS</b> 1250 Fourth Street, Sixth Floor <b>CITY-ST-ZIP</b> Santa Monica, CA 90401	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
<b>TITLE</b> VC <b>NAME</b> RIOUX, PAUL <b>STREET ADDRESS</b> 6401 HOLLIS STREET, SUITE 150 <b>CITY-ST-ZIP</b> EMERYVILLE, CA 94608	<input type="checkbox"/> Delete		<b>TITLE</b> See attachment for additional officers and directors. <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
<b>TITLE</b> P <b>NAME</b> PEREZ, JEROME <b>STREET ADDRESS</b> 6401 HOLLIS STREET, SUITE 150 <b>CITY-ST-ZIP</b> EMERYVILLE, CA 94608	<input type="checkbox"/> Delete		<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
<b>TITLE</b> D <b>NAME</b> BERG, JEFFREY <b>STREET ADDRESS</b> 8942 WILSHIRE BLVD. <b>CITY-ST-ZIP</b> BEVERLY HILLS, CA 902111934	<input checked="" type="checkbox"/> Delete		<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
<b>TITLE</b> D <b>NAME</b> MUNITZ, BARRY <b>STREET ADDRESS</b> 1200 GETTY CENTER DRIVE, SUITE 400 <b>CITY-ST-ZIP</b> LOS ANGELES, CA 90049	<input checked="" type="checkbox"/> Delete		<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
<b>TITLE</b> D <b>NAME</b> MARON, STAN <b>STREET ADDRESS</b> 1250 FOURTH STREET, SUITE 550 <b>CITY-ST-ZIP</b> SANTA MONICA, CA 90401	<input type="checkbox"/> Delete		<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
<b>12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.</b>					
<b>SIGNATURE:</b> _____ <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>			4/13/05    510/420-5000 <small>Date    Daytime Phone #</small>		

# ATTACHMENT

F040000061078

50041821

## BUSINESS ADDRESSES

LEAPFROG DIRECTORS	LEAPFROG SENIOR OFFICERS
<p>Steve Fink Chairman of LeapFrog Enterprises, Inc. Knowledge Universe 1250 Fourth Street, Sixth Floor Santa Monica, CA 90401</p>	<p>William B. Chiasson Chief Financial 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>Kathryn E. Olson Chief Marketing Officer 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>Tim Bender President, Global Consumer Group 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>Jessie Woolley-Wilson Acting President, SchoolHouse LeapFrog Enterprises, Inc. 6401 Hollis Street, Ste. 150 Emeryville, CA 94608</p>
<p>Ralph R. Smith Director of LeapFrog Enterprises, Inc. c/o The Annie E. Casey Foundation 701 St. Paul St. Baltimore, MD 21202</p>	<p>Mark Flowers Executive Vice President &amp; Chief Technology Officer LeapFrog Enterprises, Inc. 130-D Knowles Drive Los Gatos, CA 95032</p>
<p>Stan Maron Director of LeapFrog Enterprises, Inc. &amp; Assistant Secretary Maron &amp; Sandler Associates 1250 Fourth Street, Suite 550 Santa Monica, CA 90401</p>	<p>L. James Marggraff Executive Vice President, Worldwide Content LeapFrog Enterprises, Inc. 6401 Hollis Street, Ste. 150 Emeryville, CA 94608</p>
<p>Caden Wang Director of LeapFrog Enterprises, Inc. c/o LeapFrog Enterprises Inc. 6401 Hollis Street, Ste. 150 Emeryville, CA 94608 ATTN: Corporate Secretary</p>	<p>Madeline Schroeder Executive Vice President, Publishing Services LeapFrog Enterprises, Inc. 6401 Hollis Street, Ste. 150 Emeryville, CA 94608</p>
<p>E. Stanton McKee Director of LeapFrog Enterprises, Inc. c/o LeapFrog Enterprises Inc. 6401 Hollis Street, Ste. 150 Emeryville, CA 94608 ATTN: Corporate Secretary</p>	<p>Robert L. Moon Senior Vice President &amp; Chief Information Officer LeapFrog Enterprises, Inc. 6401 Hollis Street, Ste. 150 Emeryville, CA 94608</p>
<p><b>ADDITIONAL LEAPFROG OFFICERS</b> Peter Wong Vice President of Legal Affairs &amp; Secretary LeapFrog Enterprises, Inc. 6401 Hollis Street, Ste. 150 Emeryville, CA 94608</p>	<p>Dawn Albery Vice President, Controller, and Principal Accounting Officer LeapFrog Enterprises, Inc. 6401 Hollis Street, Ste. 150 Emeryville, CA 94608</p>
<p>Kenn Guernsey Assistant Secretary Cooley Godward LLP One Maritime Plaza, 20<sup>th</sup> Floor San Francisco, CA 94111</p>	