

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Mar 20 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F95000005508 (5)

1. Corporation Name

LEAPFROG TECHNOLOGIES, INC.

Principal Place of Business

Mailing Address

1731 N. ELM STREET
SUITE 100
COMMERCE GA 30529

1731 N. ELM STREET
SUITE 100
COMMERCE GA 30529-2316



2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

25 Country

28 Zip

30 Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature of the registered agent or the officer or director applying

(NOTE: Registered Agent signature required when re-issuing)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	PCEO	<input type="checkbox"/> DELETE
NAME	RACKLEY, BRADY L	
STREET ADDRESS	1731 N. ELM STREET #100	
CITY - ST - ZIP	COMMERCE GA 30529	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MORELAND, JOHN	
STREET ADDRESS	1731 N. ELM STREET #100	
CITY - ST - ZIP	COMMERCE GA 30529	
TITLE	V/S	<input checked="" type="checkbox"/> DELETE
NAME	RACKLEY, BRADY L III	
STREET ADDRESS	1731 N. ELM STREET #100	
CITY - ST - ZIP	COMMERCE GA 30529	
TITLE	CFO	<input checked="" type="checkbox"/> DELETE
NAME	MARTIN, PATRICIA	
STREET ADDRESS	1731 N. ELM STREET #100	
CITY - ST - ZIP	COMMERCE GA 30529	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	

14. I do 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 annual report or supplemental annual 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 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

Brady R. Rackley
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/14/97
Date

706/335-8290
Daytime Phone #

CR2E034 (9/96)