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April 20, 1999

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Leap Frog Marketing, LLC

Gentlemen:

Enclosed herewith you will find Articles of Organization of Leap Frog Marketing, LLC, in duplicate, together with our firm check in the amount of \$285.00 to cover the cost of filing.

Thank you for your cooperation in this matter.

Sincerely,

Sheila H. Charles

Sheila H. Charles
Legal Assistant

Encl:

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TALLAHASSEE, FLORIDA

L99-2337

Name	<i>De 484</i>
Availability	<i>De 484</i>
Document Examiner	<i>De 484</i>
Updater	<i>De 484</i>
Updater Verifier	<i>De 484</i>
Acknowledgment	<i>De 484</i>
W. P. Verifier	<i>De 484</i>

ARTICLES OF ORGANIZATION
OF
LEAP FROG MARKETING, L.L.C.

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We, the undersigned, certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida Statutes, Chapter 608- Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles of Organization shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
Name

The name of the limited liability company shall be Leap Frog Marketing, L.L.C.

ARTICLE II
Nature of Business

The general nature of the business or businesses to be transacted by the limited liability company shall be as follows:

- (a) To engage in the business of marketing, advertising and consulting, and to operate and generally deal in any and all marketing and advertising services for clients.
- (b) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, convey, deed or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of

every class, kind and description; and to engage in any activity or business permitted under the laws of the United States and the State of Florida.

- (c) To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, deed, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries.
- (d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, transfers of limited liability company property or other instruments to secure the payment of the limited liability company's indebtedness as required.
- (e) To purchase the assets of any other person, entity, association, limited liability company, partnership or corporation, foreign or domestic, and engage in the same or other character of business.
- (f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire and dispose of the shares of the capital stock of or any bond, securities or other evidences of indebtedness created by any other person, entity, association, limited liability company, partnership or corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- (g) To purchase, sell, hold and re-issue the shares of its capital stock.
- (h) To carry on any or all of its operations and businesses and to promote its object within the State of Florida, or elsewhere, without restrictions as to the place or amount.

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- (i) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, limited liability company, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
- (j) To do any and all things herein set forth to the extent that natural persons might or could do in any part of the world as principals, agents, contractors, or otherwise, alone, or in the company of others.
- (k) To have and to exercise all the power conferred by the laws of the State of Florida now, or hereafter, upon limited liability companies generally and to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing, or permitting, or purporting to authorize or permit the limited liability company to carry on any

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business exercise or power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III Exercise of Powers

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the Regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV Admission of Additional Members

Except as otherwise provided in the Regulations, new members may be admitted by agreement of all existing Members upon payment of contribution agreed upon by the Members at the time of admission. A member may transfer his or her interest in the limited liability company as set forth in the Regulations, but the transferee shall have no right to participate in the management of the business and affairs of the limited liability company or become a member unless all the other members of the limited liability company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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ARTICLE V
Management by the Members

Management of the limited liability company is reserved to the Members. The initial managing Member and his addresses is:

<u>Name</u>	<u>Address</u>
Lionel L. Lowry, IV	4230 S. MacDill Avenue Suite E-210 Tampa, FL 33611

ARTICLE VI
Death, Retirement, Resignation, Etc. of a Member

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VII
Duration of Existence

The limited liability company shall have perpetual existence.

ARTICLE VIII
Address of Registered Office, Registered Agent and Principal Office

The address of the initial principal office, registered office and mailing address of the limited liability company in the State of Florida shall be 4230 S. MacDill Avenue, Suite E-210, Tampa, Florida 33611. The name of the initial registered agent of the limited liability company

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at such address shall be LIONEL L. LOWRY, IV. The limited liability company may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE IX
Indemnification of Members and Managers

The limited liability company hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Member or manager made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigate (other than an action, suit or proceeding by or on behalf of the limited liability company to procure a judgment in it favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as a Member or manager of the limited liability company or a Member, manger, Director, officer, employee or agent of any other company, partnership, joint venture, trust or other enterprise in which he served at the request of the limited liability company, against judgements, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, to the fullest extent permitted by Florida law and in accordance with the procedures specified by Florida law for determining the legality, applicability or appropriateness of such indemnification.

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ARTICLE X
Amendment

These Articles of Organization may be amended in any manner now or hereafter provided
by law and all rights conferred upon Members hereunder are granted subject to this reservation.


ARTICLE XI
Affidavit of Membership and Contributions

The undersigned members of the above named limited liability company certify:

- (1) the above named limited liability company has at least one member;
- (2) the total amount of cash contributed by members is ONE HUNDRED AND NO/100 DOLLARS (\$100.00)
- (3) if any, the agreed value of property other than cash contributed by member(s) is ZERO DOLLARS (\$0.00)
- (4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is ONE HUNDRED AND NO/100 DOLLARS (\$100.00).

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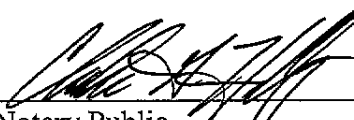
IN WITNESS WHEREOF, the undersigned, being an original subscribing Member to the foregoing Articles of Organization, has hereunto set his hand and seal this 16th day of April, 1999.


LIONEL L. LOWRY, IV

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16th day of April, 1999, by LIONEL L. LOWRY, IV, who is personally known to me, and known to me to be the person described herein and who executed the foregoing Articles of Organization, and he acknowledged before me that he executed the same for the purpose therein expressed.

NOTARY PUBLIC - STATE OF FLORIDA
CLARKE G. HOBBY
COMMISSION # CC847125
EXPIRES 3/14/2003
BONDED THRU ASA 1-888-NOTARY1


Notary Public

My Commission Expires:

March 13, 2003

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TALLAHASSEE, FLORIDA

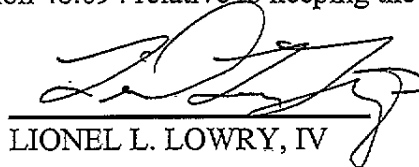
ACCEPTANCE OF REGISTERED AGENT

In compliance with Florida Statutes Section 48.091 and 608.415, the following is submitted:

Leap Frog Marketing, L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida, has designated 4230 S. MacDill Avenue, Suite E-210, Tampa, Florida 33611 as its initial Registered Office and has named Lionel L. Lowry, IV located at said address, as its initial Registered Agent.


LIONEL L. LOWRY, IV,
as Managing Member

Having been named to Registered Agent for the above stated limited liability company, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.094 relative to keeping the office open.

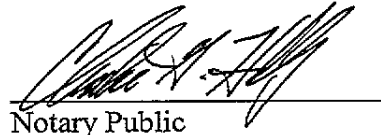

LIONEL L. LOWRY, IV

Date: April 16, 1999

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16th day of April, 1999, by LIONEL L. LOWRY, IV, who is personally known to me, and known to me to be the person described herein and who executed the foregoing Articles of Organization, and he acknowledged before me that he executed the same for the purpose therein expressed.

NOTARY PUBLIC - STATE OF FLORIDA
CLARKE G. HOBBS
COMMISSION # CC067125
EXPIRES 3/14/2003
BONDED THRU ASA 1-888-NOTARY1


Notary Public

My Commission Expires:
March 13, 2003

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