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MEMO

TO: FLORIDA DEPARTMENT OF STATE
FROM: JASBA SIMPSON, CEO LEAP FROG INTERNATIONAL, INC.
PHONE: 407-888-3180
ADDRESS: P.O. BOX 470131, KISSIMME, FL, 34747
SUBJECT: ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
DATE: 6/22/2001

Leap Frog International, Inc. files the enclosed articles of amendment to its articles of incorporation effective June 22, 2001. A cheque for \$43.75 is included for the filing fee and a certified copy of the amendment.

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FILED
01 JUN 25 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN JUN 29 2001

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LEAP FROG INTERNATIONAL, INC.**

FILED
01 JUN 25 PM 3: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its Articles of Incorporation.

FIRST: Article 3 of the Articles of Incorporation provides:

The address of the principal office of this Corporation is 3034 Parkway Boulevard, Unit #304, Kissimmee, Florida 34747 and the mailing address is the same.

SECOND: Article 3 shall be amended to state:

The address of the principal office of this Corporation is P.O. Box 470131, Kissimmee, FL 34747 and the mailing address is the same.

THIRD: Article 5 of the Articles of Incorporation provides:

President:	Michael A. Miller
Chief Executive Officer:	Jasba Simpson
Secretary:	Michael A. Miller
Treasurer:	Michael A. Miller

FOUR: Article 5 shall be amended to state:

President:	Jasba Simpson
Chief Executive Officer:	Jasba Simpson
Secretary:	Gillian Lee
Treasurer:	Gillian Lee

Whose addresses shall be the same as the principal address of the Corporation.

FIVE: Article 6 of the Articles of Incorporation provides:

Michael A. Miller

SIX: Article 6 shall be amended to state:

Jasba Simpson
Gillian Lee

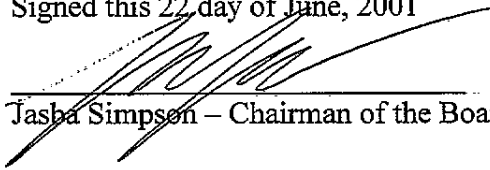
Whose addresses shall be the same as the principal address of the Corporation.

SEVEN: The date of the adoption of these amendments is the 22 June 2001.

EIGHT: The amendments to Article 3 and Article 5 were adopted by the Board of Directors without shareholder action and shareholder action was not required.

NINE: The amendment to Article 6 was approved unanimously by the shareholders.

Signed this 22 day of June, 2001


Jasba Simpson – Chairman of the Board of Directors