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1011 Maitland Center Commons  
Maitland, FL 32751  
Telephone: (407) 838-0400  
Fax: (407) 838-0404  
www.leapfrog-smart.com

March 29, 2000

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

EFFECTIVE DATE  
04-01-00

700003190807--5  
-03/30/00--01109--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation

Enclosed are 3 Originals of the Articles of Incorporation for Leapfrog China, Inc.

Also enclosed is a check for \$78.75 representing the filing, designated registered agent and Certified copy fees.

Please forward a Certified copy upon completion of filing.

Thank you,

Dale Grogan

FILED  
00 MAR 30 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Dale Grogan GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT <sup>ADD</sup> incorporates addresses ART. VII  
DATE 4/5  
DOC. EXAM SKT

S. Thompson APR 05 2000

**EFFECTIVE DATE**  
04-01-00

**FILED**  
00 MAR 30 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

LEAPFROG China, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act adopts the following Articles of Incorporation:

**ARTICLE I**

Name

The name of the corporation ("Corporation") shall be Leapfrog China, Inc.

**ARTICLE II**

Existence

The existence of the Corporation shall begin on April 1, 2000 and shall continue in perpetuity.

**ARTICLE III**

Principal Office

The street address of the principal office of the Corporation is 1011 Maitland Center Commons, Maitland, Florida 32751, USA

**ARTICLE IV**

Shares

The Maximum number of shares this Corporation is authorized to issue is 5,000,000; all shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

## **ARTICLE V**

### **Board of Directors**

The Board of Directors shall consist of not more than five (5) members unless increased by a majority vote of the members of the Board Of Directors as provided in the bylaws. The initial Board of Directors shall be:

1. Wen Kai Jin, Chairman
2. Dale Grogan
3. Gary Wolfson

## **ARTICLE VI**

### **The designated Registered Agent and Street Address**

The Name and address of the initial registered Agent is:

James K. Gornto:  
1011 Maitland Center Commons  
Maitland, Florida, 32751, USA

## **Article VII,**

### **Incorporators.**

The names of the Incorporators signing these Articles of Incorporation are: \_\_\_\_\_

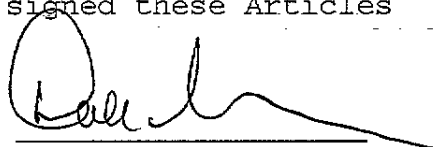
1. Gary Wolfson 545 Delaney Ave. #2, Orlando, FL 32801
2. Dale Grogan 1000 Waverly Pl. #142, Maitland, FL 32751

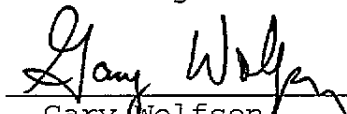
## **ARTICLE VIII**

### **Indemnification**

The Corporation shall indemnify its Directors, Officers, Employees and Agents to the fullest extent permitted by law.

The undersigned Incorporators have signed these Articles  
Of Incorporation on 28 March, 2000.

  
Dale Grogan

  
Gary Wolfson

ACCEPTANCE BY RESIDENT AGENT

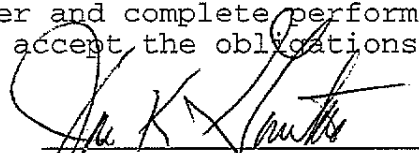
Having been named as Resident Agent for Leapfrog China, Inc. and  
to accept service of process for Leapfrog China, Inc., at the  
place designated in the Articles of Incorporation, which is:

1011 Maitland Center Commons  
Maitland, Florida, USA  
32751

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I accept the appointment as Registered Agent and agree to act in  
this capacity. I further agree to comply with the provisions of  
all statutes relating to the proper and complete performance of my  
duties and I am familiar with and accept the obligations of my  
position as Registered Agent.

Date: March 28, 2000

  
James K. Gornto

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