

PO/000015529
TRANSMITTAL LETTER

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

200003672702--0
-02/09/01--01076--004
*****87.50 *****87.50

SUBJECT: Leapfrog Solutions, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy
☒ \$87.50 Filing Fee & Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Jennifer Santilli
Name (Printed or typed)

1011 Maitland Center Commons
Address

Maitland, FL 32751
City, State & Zip

EFFECTIVE DATE
02-02-01

Jennifer Santilli 407-838-0400 x127
GAVE Daytime Telephone number

AUTHORIZATION BY PHONE TO
CORRECT eff. date
DATE 02-12-01
DOC. EXAM aj

NOTE: Please provide the original and one copy of the articles.

[Handwritten initials]

grj/12

FILED
01 FEB -9 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Leapfrog Solutions, 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 Solutions, INC.

ARTICLE II

Existence

The existence of the Corporation shall begin on February 2, 2001 and shall continue in perpetuity.

ARTICLE III

Principle Office

EFFECTIVE DATE
02-02-01

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

ARTICLE IV

Shares

The Maximum number of shares this Corporation is authorized to issue is 50,000,000 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 15 members unless increased by a majority vote of the members of the Board of Directors as provided in the bylaws.

ARTICLE VI
Initial Registered Agent and Street Address

The Name and address of the initial registered Agent is:

Randolph Tucker
1000 Winderley Place, # 142
Maitland, Florida, 32751

Article VII
Incorporators


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

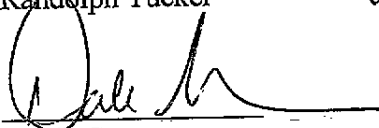
1. Randolph Tucker: 1011 Maitland Center commons, Maitland, Florida 32751,
2. Dale Grogan: 1011 Maitland Center Commons, Maitland, Florida, 32751
3. Vince Ley: 1011 Maitland Center Commons, Maitland, Florida 32751

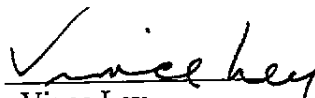
ARTICLE VIII
Indemnification

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

The Undersigned Incorporators have signed these Articles
Incorporation January 17, 2001:


Randolph Tucker


Dale Grogan


Vince Ley

ACCEPTANCE BY RESIDENT AGENT

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

1000 Winderley Place, # 142, Maitland, Florida, 32751

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 familiar with and accept the obligations of my position as Registered Agent.

Date:

January 17, 2001

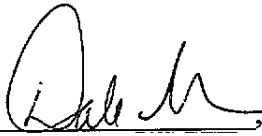
Randolph Tucker:

FILED
01 FEB -9 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO NAME USE

We consent to the use of the name LEAPFROG Solutions, INC.

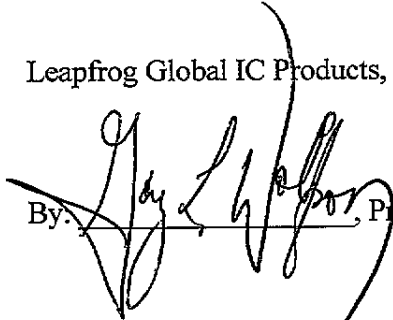
Leapfrog Smart Products, Inc.

By:  , CEO

January 17, 2001

AND

Leapfrog Global IC Products, Inc.

By:  , President

January 17, 2001