SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.

AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

PROFIT CORPORATION ANNUAL REPORT

1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P9400068675 (5)

LEAPFROG PRODUCTIONS, INC.

Principal Place of Business Mailing Address 515 NORTH FLABLER DRIVE 515 NORTH FLABLER DRIVE SUITE 700 SUITE 700 WEST PALM BEACH FL 33401 DO NOT WRITE IN THIS SPACE WEST PALM BEACH FL 33401 3. Date Incorporated or Qualified 09/15/1994 2. Principal Place of Business 2a. Mailing Address 4. FEI Number Applied For 65-0543953 Not Applicable 21 26 Suite, Apt. #, etc. Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired 22 Fee Required 27 City & State City & State 6. Election Campaign Financing \$5.00 May Be 23 Trust Fund Contribution Added to Fees 28 Country Zip Country 8. This corporation owes or has paid the current year Intangible 25 Personal Property Tax due June 30. Yes 24 29 30 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent GORDON, ROBERT E ESQ. 515 NORTH FLABLER DRIVE 82 Street Address (P.O. Box Number is Not Acceptable) SUITE 700 83 WEST PALM BEACH FL 33401 City 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, typod or printed name of registered agent and title (f applicable (NOTE: Registered Agent signature required when reinstating) 12. OFFICERS AND DIRECTORS ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 13. TITLE 1.1 TITLE Change Addition ... DELETE GORDON, LEESA NAME 12 NAME 1836 EMILIO LANE STREET ADDRESS 1.3 STREET ADDRESS **WEST PALM BEACH FL 33406** CITY-ST-ZIP 1.4 CITY-ST-ZIP DELETE TITLE 21 TITLE Change SHERMAN, PATRICIA NAME 2.2 NAME 2275 S OCEAN BLVD #308N STREET ADDRESS 2.3 STREET ADDRESS PALM BCH FL 2.4 CITY-ST-ZIP CITY-ST-ZIP 3.1 TITLE TITLE DELETE Change Addition NAME 3.2 NAME STREET ADDRESS 3.3 STREET ADDRESS CITY-ST-ZIP 3.4 CITY-ST-ZIP 4.1 TITLE TITLE DELETE 4 2 NAME NAME STREET ADDRESS 4.3 STREET ADDRESS CITY-ST-ZIP 4.4 CITY-ST-ZIP TITLE DELETE 5.1 TITLE Addition 5.2 NAME NAME

14. I 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 direction of 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 only a attachment with an address.

DELETE

5.3 STREET ADDRESS

6.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE

6.2 NAME

NAME OF .

STREET ADDRESS

CITY-ST-ZIP

NAME STREET ADDRESS

9/25/98

561) 642-5257

Change Addition

FILED

Oct 01 1998 8:00am

Secretary of State

CR2E034 (5/98)