

W. Thomas Dyer
ATTORNEY AND COUNSELLOR AT LAW

701 E. WASHINGTON ST., SUITE 200
ORLANDO, FL 32801

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P9500003/024

March 24, 1995

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

300001448203
-04/05/95--01092--006
***122.50 ***122.50

Re: Leap Frog, Inc.
Big Orange Resorts, Inc.

Interactive Services, Inc.
Simmons RA

To Whom It May Concern,

Enclosed please find Articles of Incorporation for Leap Frog, Inc., and Big Orange Resorts, Inc. (one original and one copy for each), along with a check for \$122 for processing of each corporation.

I have also enclosed a stamped self-addressed envelope. Please return a certified copy of the Articles of Incorporation for both corporate entities.

Please don't hesitate to contact me if you encounter any difficulties. Thank you for your attention to this matter.

Sincerely,

W. Thomas Dyer
W. Thomas Dyer

Thomas
AUTHORIZATION BY PHONE TO
CORRECT *Name & art*
WTD/gt DATE *4/20/95*
encls. *BR*
DOC. EXAM.

*Thomas called
3:15, 4/10/95
will call back
Left message
on 4/14/95*

*Conflict
P94-7144*

*789,502.634
706
1,671*

FILED
95 APR -5 PM 12:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
LEAP FROG INTERACTIVE SERVICES, INC.

FILED
95 APR -5 PM 12:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 1

1.01 NAME. The name of the corporation is LEAP FROG
INTERACTIVE SERVICES, INC.

ARTICLE 2

2.01 DURATION. The period of duration of the corporation is
perpetual.

ARTICLE 3

3.01 PURPOSES. The purposes for which the corporation is
organized shall be any and all activities legally permitted under
the laws of the State of Florida and the United States.

ARTICLE 4

4.01 NUMBER OF AUTHORIZED SHARES. The aggregate number of
shares that the corporation shall have authority to issue is
1000 shares of common stock with a par value of \$10.00 per share.

4.02 RESTRICTED STOCK. All of the shares of capital stock
shall be restricted and each certificate shall bear the following
legend:

Transfer of these shares is restricted. The
corporation will furnish a full statement of
restrictions to any requesting shareholder
without charge.

4.03 SHARES NOT IN CLASSES. The shares of the corporation
are not to be divided into classes

ARTICLE 5

5.01 REGISTERED AGENT AND REGISTERED OFFICE. The name of the
initial Registered Agent of the corporation is TOM DYER, whose
address is 701 E. Washington St., Orlando FL 32803. This is also
the principal office and mailing address for the corporation.

ARTICLE 6

6.01 **INCORPORATORS.** The names and addresses of the persons signing these Articles are:

1. DALE GROGAN, 701 E. Washington St., Orlando, FL 32803.
2. SHAWN TOOHEY, 701 E. Washington St., Orlando, FL 32803.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles this 8 day of MARCH, 1995.


Dale Grogan


Shawn Toohey

STATE OF _____
COUNTY OF _____

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Dale Grogan and Shawn Toohey, personally known by me _____ or who have produced the following identification _____, and known by me to be the persons who executed the foregoing Articles and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this _____ day of _____, 19____.

Notary Public

Print Name

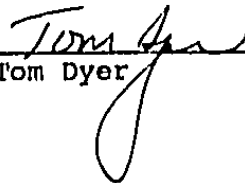
Commission Number

Expiration Date

CERTIFICATE OF ACCEPTANCE
BY REGISTERED AGENT

TOM DYER, the initial Registered Agent named in the Articles
of Incorporation to accept service of process for LEAP FROG
INTERACTIVE SERVICES, INC.
a corporation organizing under the laws of the State of Florida,
hereby accepts such appointment as Registered Agent at the place
designated in this Certificate.

DATED THIS 15TH day of March, 1995.



Tom Dyer

art.leapfrog

FILED
95 APR -5 PM 12:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

No. 9907

State of CALIFORNIA
County of ORANGE

On MAR. 8, 1995 before me

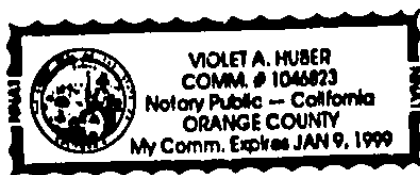
VIOLET A. HUBER, NOTARY PUBLIC

NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared DALE GROGAN AND SHAWN TOONEY

NAME(S) OF SIGNER(S)

☐ personally known to me - OR - ☒ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) ~~are~~ subscribed to the within instrument and acknowledged to me that ~~he/she~~ they executed the same in ~~his/her~~ their authorized capacity(ies), and that by ~~his/her~~ their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Violet A. Huber

SIGNATURE OF NOTARY

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

- ☐ INDIVIDUAL
☐ CORPORATE OFFICER

TITLE(S)

- ☐ PARTNER(S) ☐ LIMITED
☐ GENERAL
☐ ATTORNEY-IN-FACT
☐ TRUSTEE(S)
☐ GUARDIAN/CONSERVATOR
☐ OTHER: _____

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

DESCRIPTION OF ATTACHED DOCUMENT

ARTICLES OF
INCORPORATION

TITLE OR TYPE OF DOCUMENT

THREE

NUMBER OF PAGES

3-8-95

DATE OF DOCUMENT

NONE

SIGNER(S) OTHER THAN NAMED ABOVE

P95000031024

RANDOLPH TUCKER
ATTORNEY AT LAW
1808 E. SILVER SPINOR BLVD.
OCALA, FLORIDA 34470
904-867-1104
FAX 904-867-1104

June 22, 1995

Fla. Dept. of State
Division of Corporations
PO Box 6327
Tallahassee FL 32314

000001524380
-06/27/95--01067--012
*****35.00 *****35.00

Re: LEAP FROG INTERACTIVE SERVICES, INC./Charter #P95000031024

Gentlemen:

Enclosed please find original and one copy of Articles of Amendment for the above-captioned Florida corporation along with check for \$35.00 filing fee.

We appreciate your filing the amendment and returning a copy for our records.

Thank you.

Sincerely,


Randolph Tucker

/encls.

divcorp

FILED
95 JUN 26 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
KRC
G.B.G.

ARTICLES OF AMENDMENT
OF
LEAP FROG INTERACTIVE SERVICES, INC.

The Articles of Incorporation of Leap Frog Interactive Services, Inc., a Florida Corporation, are hereby amended, pursuant to a Shareholders meeting held June 15, 1995 in Orlando, FL.

ARTICLE 4, subparagraph 4.01 is hereby amended to read as follows:

4.01 NUMBER OF AUTHORIZED SHARES. The aggregate number of shares that the corporation shall have authority to issue is One Million (1,000,000) shares of common stock with a par value of \$.01 (1 cent) per share.

DATED this 21 day of June, 1995.

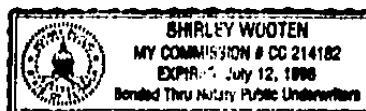

Randolph Tucker, Secretary

STATE OF FLORIDA
COUNTY OF MARION

Personally appeared before me Randolph Tucker who is personally known to me and who states that he is Secretary of the above-mentioned corporation and further states that the above action was authorized by the Shareholders and Directors of the corporation

DATED this 22 day of June, 1995.





amendart

FILED
95 JUN 26 PM 12:32
TALLAHASSEE
SECRETARY OF STATE
FLORIDA