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Examiner's Initials

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## FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

February 20, 1997

Leapfrog Smart Products P.O. Box 1888 Orlando, FL 32802-1888

SUBJECT: LEAPFROG SMART PRODUCTS, INC.

Ref. Number: P96000032772

We have received your document for LEAPFROG SMART PRODUCTS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

Since the amendment was adopted by the directors, it must be signed by a director. Please list the title of Director along with Secretary under the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris Corporate Specialist

Letter Number: 597A00009194

## ARTICLES OF AMENDMENT

OF

## **LEAPFROG SMART PRODUCTS, INC. /**

Pursuant to a duly called of the Shareholders of Leapfrog Smart Products, Inc. held January 16,1997, upon a motion duly made, seconded and passed. The number of shares of the corporation is:

5,000,000 Shares

The par value of each share is:

\$ .01 per share

by: Leapfrog Smart Products, Inc.

by: MANA SSEE TO SEE TO SE

Personally appeared before me Dale Grogan who presented proper identification and who states that he is Secretary of Leapfrog Smart Products, Inc. and that the above action was authorized by a duly called meeting of the Shareholders on January 16,1997.

Date: 04/04/97

Dale Grogan, Secretary

Date: 4-4-97

State of Florida

Notary Public

Philit, type or stamp mans of Notary Public Personally theren III O'A Froduced I.D. EX Type and number of I.D. produced:

MIDL#6 625135224298 XO4-17-97 \* 121

Lucy Alexandra Silva My Commission CC588039 Expires Sep. 24, 2000