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S.D. CALIF.
ON FOR

THE UNIVERSITY OF CHICAGO
CHICAGO, ILLINOIS 60637-0809
USA

RECEIVED
96 APR 11 AM 9:18
DIVISION OF CORPORATIONS

F. CHESSEY APR 16 1996

**ARTICLES OF INCORPORATION
OF
Telephones! Telephones!, Inc.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I Name

The name of the corporation shall be: Telephones! Telephones!, Inc.

Article II Principal Office

The principal place of business and mailing address of this corporation shall be: 111 NE 12th Ave., Ocala, Florida 34470.

Article III Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares at \$0.01 par value.

Article IV Initial Registered Agent and address


The name and address of the initial registered agent is Randolph Tucker, 1758 SE 7th St., Ocala, Florida 34478, (352) 629-8200.


Article V Incorporator(s)

The names and street addresses of the incorporators to these Articles of Incorporation are:

- A. Randolph Tucker, 1758 SE 7th St., Ocala, Florida 34470,
(352) 629-8200.
- B. Dale Grogan, 2147 Academy Dr. NE, Grand Rapids, Michigan 49503,
(616) 454-1430.

The undersigned have executed these Articles of Incorporation on this
10th day of April, 1996.


Dale Grogan
President


Randolph Tucker
Secretary / Treasurer

FILED
1996 APR 11 PM 5:31
CLERK OF DISTRICT COURT
FLORIDA
NINTH JUDICIAL CIRCUIT
OCALA

PURSUANT TO THE PROVISION OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **TELEPHONES! TELEPHONES! Inc.**
2. The name and address of the registered agent and office is:

Randolph Tucker
1758 SE 7th St.
Ocala, FL 34470

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby 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.

Randolph Tucker
Randolph Tucker

April 10, 1996
Date

FILED
APR 11 PM 5:31
TALLAHASSEE, FLORIDA

P96000032772

RANDOLPH TUCKER

ATTORNEY AT LAW

1908 E. SILVER SPINDLES BLVD.

OCALA, FLORIDA 34470

904-007-1102

FAX 904-007-1102

City/State/Zip

Phone #

1000000100541500
-00/00/96--01000--017
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NO.

June 4, 1996

1. _____
(Corporation Name)

Please make the change to
the articles of incorporation
if you have any questions call
me at 352-867-1102.

atus

Thank you,
Randy Tucker

<input type="checkbox"/>	Non
<input type="checkbox"/>	Limited Liab.
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 JUL -1 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME
Change
7-2-96

Handwritten initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 14, 1996

RANDOLPH TUCKER
1205 EAST SILVER SPRINGS BLVD.
OCALA, FL 34470

SUBJECT: TELEPHONES! TELEPHONES!, INC.
Ref. Number: P96000032772

RECEIVED
96 JUN 28 PM 8:14
DIVISION OF CORPORATIONS

We have received your document for TELEPHONES! TELEPHONES!, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 296A00029634

CONSENT

The undersigned on behalf of Leap Frog Interactive Services, Inc. consents to
'Telephones! Telephones!' using the name:

Leap Frog Technologies

Leap Frog Interactive Services

By: *Randolph S. Zuber*
President

Date: June 3, 1996

ARTICLES OF AMENDMENT

OF

TELEPHONES! TELEPHONES!, INC.

Pursuant to a meeting of the Board of Directors of 'TELEPHONES! TELEPHONES!', INC. Held June 20, 1996, upon a motion duly made, seconded and passed. The name of the corporation is:

LeapFrog Smart Products, Inc.

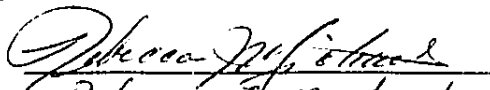
by: TELEPHONES! TELEPHONES!, INC.

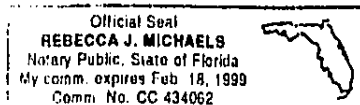
by: 
Jeffrey K. Murphy, Secretary

Dated: June 26, 1996
County or Marion
State of Florida

Personally appeared before me Jeffrey Murphy who presented proper Identification and who states that he is Secretary of the corporation TELEPHONES! TELEPHONES! and that the above action was authorized by a duly called meeting of the Board of Directors on June 20, 1996.

Date: 6/26/96


Rebecca J. Michaels



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96 JUL -1 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000032772



Leapfrog

SMART PRODUCTS, INC.

545 Dolanoy Avenue

Building 2

P. O. Box 1888

Orlando, FL 32802-1888

Office Use Only

CORE

ENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

900002090238--2
-02/18/97--01023--010
*****35.00 *****35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SH 4/17
FILED
97 APR 14 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials



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: *Randolph Tucker*
Randolph Tucker, President and Director

Dated: April 4, 1997
County of Orange
State of Florida

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
Dale Grogan, Secretary

Date: 4-4-97

Lucy Alexandra Silva
Notary Public

Print, type or stamp name of Notary Public
Personally known ☐ OR Produced I.D. ☒
Type and number of I.D. produced:

MID#6 625135234298
X04-17-97



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

FILED
97 APR 14 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000032772



Leapfrog

SMART PRODUCTS, INC.
645 Delaney Avenue
Building 2
P. O. Box 1888
Orlando, FL 32802-1888

Office Use Only

CORE

ENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
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<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

900002090239--2
-02/18/97--01023--010
*****35.00 *****35.00

OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SH 4/17

97 APR 14 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Examiner's Initials



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: Pri6000032772

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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: *Randolph Tucker*
Randolph Tucker, President and Director

Dated: April 4, 1997
County of Orange
State of Florida

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
Dale Grogan, Secretary

Date: 4-4-97

Alexandra Silva
Notary Public

Print, type or stamp name of Notary Public
Personally known ☒ OR Produced I.D. ☒
Type and number of I.D. produced:

MID# 6 625135234298
X04-17-97



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

FILED
97 APR 14 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA