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Coppon	CAPTOS ART PRODUCTS, INC. ne # 545 Delaney Avenue Building 2 P. O. Box 1888 Ando, FL 32802-1888	Office Use Only IBER(S), (if known):
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NEW FILINGS	AMENDMENTS	
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NonProfit	Resignation of R.A., Officer/ Dire	ctor
Limited Liability	Change of Registered Agent	
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OTHER FILINGS	REGISTRATION/	SECRETARY OF STATE VISION OF COMPORATION
Annual Report		: 20
Fictitious Name	Foreign	9 OF
Name Reservation	Limited Partnership	
	Reinstatement Trademark	
	Other	TOTAL JUL 5 1 1997.
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22F031/1/94\		Examiner's Initials

CR2E031(1/95)



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 22, 1997

LEAPFROG SMART PRODUCTS, INC. P. O. BOX 188 ORLANDO, FL 32802-1888

SUBJECT: LEAPFROG INTERNATIONAL SMART CARDS, INC.

Ref. Number: P97000056802

We have received your document for LEAPFROG INTERNATIONAL SMART CARDS, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis Corporate Specialist Supervisor

Letter Number: 997A00037032

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97 JUL 31 AH 9: 49
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 9, 1997

LEAPFROG SMART PRODUCTS, INC. P. O. BOX 188 ORLANDO, FL 32802-1888

SUBJECT: LEAPFROG INTERNATIONAL SMART CARDS, INC. Ref. Number: P97000056802

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis Corporate Specialist Supervisor Letter Number: 297A00035393

OF CORPORATIONS

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FIRST AMENDMENT ARTICLES OF INCORPORATION LEAPFROG INTERNATIONAL SMART CARDS, INC.

In Compliance with the requirements of F.S. Chapter 607, The undersigned, being a Director and the Secretary of Leapfrog Smart Cards, Inc., A Florida Corporation, Certifies that at a Duly called Meeting of The Shareholders and Directors of Leapfrog Smart Cards, Inc., with a quorum present held on Monday June 30, 1997 adopted the following Resolution:

"Resolved that the name of the Corporation shall be Leapfrog International Smart Products, Inc.".

In Witness Whereof, the Undersigned Director and Secretary of Leapfrog Smart Cards, Inc., has executed this first Amendment to the Article of Incorporation this 30th Day of June 1997.

Leapfrog Smart Cards, Inc.

Director and Secretary