



Leapfrog

SMART PRODUCTS, INC.

645 Delaney Avenue
Building 2
P.O. Box 1888
Orlando, FL 32802-1888
(407) 872-1161
FAX (407) 872-0508
www.leapfrog-smart.com

P97000056802

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32315

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-06/26/97--01081--023
****131.25 ****131.25

Subject: Leapfrog International Smart Products, Inc.

Enclosed is an original and one copy of the Article of Incorporation for Leapfrog International Smart Products, Inc., and a check for \$131.25 for filing fee, certified copy and certificate.

Please note that Leapfrog International Smart Products, Inc. will be a wholly owned subsidiary of Leapfrog Smart Products, Inc. and Leapfrog Smart Products, Inc. consents to the name.

Thank for your cooperation:

Leapfrog Smart Products, Inc.

By: Dale Grogan
Dale Grogan, President

FILED
97 JUN 26 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date:
6/26/97

ARTICLES OF INCORPORATION

Leapfrog International Smart Products, inc.

In compliance with the requirements of F.S. Chapter 600, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is Leapfrog International Smart Cards, Inc.

ARTICLE II

The existence of the corporation shall begin on July 1, 1997.

ARTICLE III

The street address of the principal office of the Corporation is 545 Delaney Ave Building Two, Orlando, Florida 32801.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is five Million shares at \$.01 par value, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 545 Delaney Avenue building two, Orlando, Florida 32801 the initial registered agent for the Corporation at that address is Randolph Tucker.

ARTICLE VI

The initial board of directors shall consist of 2 members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
Randolph Tucker	1105 Elmwood Orlando, Fl. 32801
Dale Grogan	545 Delaney Orlando, Fl. 32801

ARTICLE VII

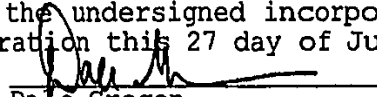
The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Randolph Tucker	1105 Elmwood Street, Orlando, Fl. 32801
Dale Grogan	545 Delaney Ave. Orlando, Fl. 32801

ARTICLE VIII


The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of Incorporation this 27 day of June 1997


Dale Grogan

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Leapfrog International Smart Products, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Randolph Tucker

Date: June 23, 1997

FILED
97 JUN 26 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA