

  
**Leapfrog**  
SMART PRODUCTS, INC.

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FAX (407) 872-0508  
www.leapfrog-smart.com

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida  
33314


200002957132--8  
-08/11/99-01066--023  
\*\*\*\*\*78.75 \*\*\*\*\*43.75

Subject: Change of Name

Enclosed is the original and 1 copy of the change of name of Leapfrog International Smart Products to International Smart Products, and a check for \$78.75 for the filing fee and certified copy.

Please file the name change and return a certified copy.

Thank you.

  
Randolph Tucker  
PO Box 1888  
Orlando, Fl.,  
32801

Thank you.

FILED  
39 AUG 11 PM 4:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N/C

V. SHEPARD AUG 19 1999

FIRST AMENDMENT  
ARTICLES OF INCORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

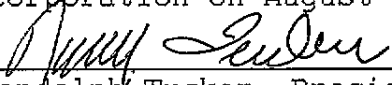
LEAPFROG International SMART PRODUCTS, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned the President of Leapfrog International Smart Products, Inc, a Florida Corporation, certifies that the following Resolution was adopted by the unanimous vote of the Shareholders at a duly called meeting of the Shareholders held on Tuesday August 10, 1999.

ARTICLE I

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

IN WITNESS WHEREOF the undersigned have executed this First Amendment to the Articles of Incorporation on August 10, 1999.

  
Randolph Tucker, President:

Attest: \_\_\_\_\_  
George Stuart, Secretary

Date: August 10, 1999.