

**Leapfrog**  
SMART PRODUCTS, INC.

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

To Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida  
32314

From: Randolph Tucker  
Leapfrog Smart Products, Inc.

Subject: Leapfrog Resorts, Inc.

Enclosed is an original and one copy of the Articles of Incorporation and a check for \$131.25, for the filing fee, certified copy and certificate.

Leapfrog Smart Products consents to the use of the name.

Thank you.

*Amey Lee*

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EFFECTIVE DATE  
12-31-97

FILED  
97 DEC 22 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB  
12-23-97

EFFECTIVE DATE  
12-31-97

## ARTICLES OF INCORPORATION

Leapfrog Resorts, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act adopts the following Articles of Incorporation:

### ARTICLE I

#### Name

The name of the corporation ( **Corporation** ) shall be Leapfrog Resorts, Inc.

### ARTICLE 11

#### Existence

The existence of the Corporation shall begin on December 31, 1997 and shall continue in perpetuity.

### ARTICLE 111

#### Principle Office

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

### ARTICLE 1V

#### Shares

The Maximum number of shares this Corporation is authorized to issue is 5,000 all 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 V1

#### Board of Directors

The Board of Directors shall consist of not more than 7

members unless increased by a majority vote of the MEMBERS OF THE Board OF Directors as provided in the bylaws.

#### ARTICLE VII

##### Initial Registered Agent and Street Address

The Name and address of the initial registered Agent is:

Dale Grogan: 4042 Lake Underhill Road, Orlando, Florida 32801.

#### Article VIII

##### Incorporators

The names of the Incorporators signing these Articles of Incorporation.

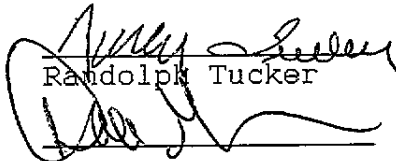
1. Randolph Tucker
2. Dale Grogan

#### ARTICLE IX

##### Indemnification

The Corporation shall indemnify its Directors, Officers, Employees and Agents to the fullest extent permitted by law.

The Undersigned Incorporators have signed these Articles of Incorporation this 12th Day of December 1997.

  
Randolph Tucker

Dale Grogan

ACCEPTANCE BY RESIDENT AGENT

Having been named as Resident Agent for Leapfrog Resorts, Inc., and to accept service of process for Leapfrog Resorts, Inc., at the place designated in the Articles of Incorporation which is :

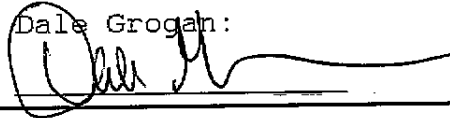
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4042 Lake Underhill Road  
Orlando, Florida 32801,

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 statute relating to the proper and complete performance of my duties and I familiar with and accept the obligations of my position as Registered Agent.

Date: December 12, 1997

Dale Grogan:



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