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P980000065756

To: Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

Subject: Leapfrog Leisure Smart Products, Inc.


Date: Monday July 19, 1998

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-07/24/98--01029--016  
\*\*\*\*\*131.25 \*\*\*\*\*131.25

**EFFECTIVE DATE**  
08-01-98

Enclosed is an original and one copy of the articles of incorporation and a check in the amount of \$ 131.25 for filing fee, certified copy and certificate.

Leapfrog Smart Products Inc., Leapfrog International Smart Products Inc., Leapfrog Resorts and Leapfrog Health Care Products Inc. and Leapfrog Resorts, Inc consent to the use of the name.

From:   
Randolph Tucker  
Attorney for:  
Leapfrog Smart Products, Inc.  
Leapfrog International Smart Products, Inc.  
Leapfrog Resorts, Inc.  
Leapfrog Health Care Products, Inc.  
545 Delaney Ave.  
Building 2  
Orlando, Florida, 32801  
407 872 1161

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 24 PM 3:47

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JUL 24 PM 3:47

## ARTICLES OF INCORPORATION

### LEAPFROG LEISURE SMART PRODUCTS, INC.

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 Leisure Smart Products, Inc.

#### ARTICLE 11

##### Existence

The existence of the Corporation shall begin on August 1, 1998 and shall continue in perpetuity.

#### ARTICLE 111

##### Principle Office

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

#### ARTICLE 1V

##### Shares

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

EFFECTIVE DATE  
08-01-98

ARTICLE VI

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

The designated Registered Agent and Street Address

The Name and address of the initial registered Agent is:

Dale Grogan: 4032 Lake Underhill Road Apt Q, Orlando,  
Florida 32801.

Article VIII

Incorporators

The names of the Incorporators signing these Articles of Incorporation.

1. Randolph Tucker
2. Dale Grogan
3. Gary Wolfson


ARTICLE V111

Indemnification

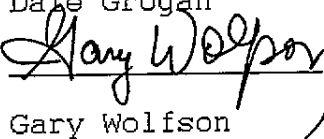
The Corporation shall indemnify its Directors, Officers, Employees and Agents to the fullest extent permitted by law.

The Undersigned Incorporators have signed these Articles of Incorporation this 20th Day of July 1998.

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Randolph Tucker

  
Dale Grogan

  
Gary Wolfson

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ACCEPTANCE BY RESIDENT AGENT

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

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4032 Lake Underhill Road  
Apartment Q  
Orlando, Florida 32801,

I 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: July 20<sup>th</sup>, 1998

Dale Grogan:



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