

P99000091528



Leapfrog

City

SMART PRODUCTS, INC.
545 Delaney Avenue
Building 2
P. O. Box 1888
Orlando, FL 32802-1888

ne #

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*****30.50 *****78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
99 OCT 19 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|-----------------------------------|---|--|
| <input type="checkbox"/> Walk in | <input type="checkbox"/> Pick up time _____ | <input type="checkbox"/> Certified Copy |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait | <input type="checkbox"/> Photocopy |
| | | <input type="checkbox"/> Certificate of Status |

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

EFFECTIVE DATE
10-15-99

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

OCT 19 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 7, 1999

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

SUBJECT: LEAPFROG, INC.
Ref. Number: W99000023160

We have received your document for LEAPFROG, INC. and your check(s) totaling \$90.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please list street address for the incorporators.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 399A00048632

EFFECTIVE DATE

10-15-99

ARTICLES OF INCORPORATION

LEAPFROG MERGER Inc.

FILED
99 OCT 19 AM 9:43
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 MERGER, INC.

ARTICLE 11

Existence

The existence of the Corporation shall begin on October 15, 1999 and shall continue in perpetuity.

ARTICLE 111

Principle Office

The street address of the principal office of the Corporation is 545 Delaney Avenue, Building 2, Orlando, Florida, 32801.

ARTICLE 1V

Shares

The Maximum number of shares this Corporation is authorized to issue is 50,000,000 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.

ARTICLE VI

Board of Directors

The Board of Directors shall consist of not more than 15 members unless increased by a majority vote of the members of the Board OF Directors as provided in the bylaws.

ARTICLE VI1

Initial Registered Agent and Street Address

The Name and address of the initial registered Agent is

Randolph Tucker: 4042 Lake Underhill Road, Orlando,
Florida 32801.

Article VIII

Incorporators

The names of the Incorporators signing these Articles of Incorporation.

1. Randolph Tucker: 545 Delaney Ave., Orlando, Florida,
32801,
2. Dale Grogan: 545 Delaney Ave., Orlando, Florida,
32801
3. James Grebey: 545 Delaney Ave., Orlando, Florida,
32801

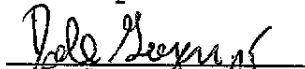
ARTICLE VI11


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 Incorporation this October 14, 1999.


Randolph Tucker


Dale Grogan


James Grebey

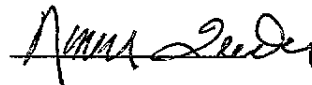
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ACCEPTANCE BY RESIDENT AGENT

Having been named as Resident Agent for LEAPFROG MERGER, INC. to accept service of process for LEAPFROG MERGER, INC., at the place designated in the Articles of Incorporation which is:

4042 Lake Underhill Road
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: October 14, 1999

Randolph Tucker:

CONSENT TO NAME USE

We consent to the use of the name LEAPFROG MERGER, INC.


Leapfrog Smart Products, Inc.

By:  CEO September 28, 1999

Leapfrog Health Care Products, Inc.

By:  CEO September 28, 1999

Leapfrog Global IC Products, Inc.

By:  President September 28, 1999
