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FILED/EFFECTIVE

ARTICLES OF INCORPORATION

DEC 6 10 06 AM '01

OF

DEC 3 2 36 PM '01

SECRETARY OF STATE

LEAPFROG CONSULTING, INC.

SECRETARY OF STATE

The undersigned, acting as incorporator, hereby executes these Articles of Incorporation for the purposes of forming a corporation (hereinafter referred to as the "Corporation") under Chapter 1, Title 30 of the Idaho Code, the Idaho Business Corporation Act (the "IBCA"), adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation shall be **Leapfrog Consulting, Inc.**

ARTICLE II

The Corporation shall have perpetual existence, and the nature of the business or purposes to be conducted or promoted by the Corporation is to transact any and all lawful business for which corporations may be organized under the IBCA; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith which are not forbidden by the IBCA, by other law or by these Articles of Incorporation.

ARTICLE III

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation in the State of Idaho is 756 Palmetto Drive, Eagle, Idaho 83616. The name of its registered agent such address is Susan Barkis.

ARTICLE IV

The Corporation is authorized to issue 50,000 shares of Common Stock, no par value per share.

ARTICLE V

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this right.

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ARTICLE VI

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and of its shareholders or any class thereof, as the case may be, it is hereby provided that:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

B. Except as may be otherwise provided in these Articles of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized from time to time to make, amend, supplement or repeal the Bylaws; *provided, however*, that the shareholders may change or repeal any Bylaw adopted by the Board of Directors by the affirmative vote of the holders of a majority of the voting power of all of the then outstanding shares of the Common Stock; and, *provided, further*, that no amendment or supplement to the Bylaws adopted by the Board of Directors shall vary or conflict with any amendment or supplement thus adopted by the shareholders.

C. Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE VII

Except as may be set forth in written agreement among shareholders, no shareholder of this Corporation shall have any preemptive rights with respect to (i) any shares of any class of stock of the Corporation, whether now or hereafter authorized, (ii) any warrants, rights, or options to purchase any such shares, or (iii) any obligations convertible into any such shares or into warrants, rights or options to purchase any such shares.

ARTICLE VIII

Except as may be set forth in a written agreement among shareholders, the shareholders of the Corporation shall not be entitled to cumulative voting at any election of Directors.

ARTICLE IX

To the full extent permitted by the IBCA or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this *Article IX* shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

ARTICLE X

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the IBCA or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this *Article X*. No amendment to or repeal of this *Article X* shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

ARTICLE XI

The name and address of the Incorporator are:

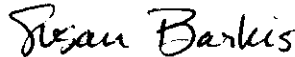
Name

Susan Barkis

Address

756 Palmetto Drive
Eagle, Idaho 83616

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate this 30 day of November, 2001.



Susan Barkis
Incorporator



December 6, 2001

VIA FACSIMILE

Idaho Secretary of State
700 West Jefferson
Boise, ID 83720
Attention: Cheryl

Re: Leapfrog Consulting, Inc.

Ladies and Gentlemen:

I am the sole member of Leapfrog Consulting, LLC, an Idaho limited liability company. My counsel, Steel Rives LLP, attempted yesterday to file Articles of Incorporation for Leapfrog Consulting, Inc., and was told that the Articles could not be filed until the Secretary of State's office received this letter.

This letter is to confirm that Leapfrog Consulting, LLC will be merged with and into Leapfrog Consulting, Inc. within 30 days following the filing of Articles of Incorporation for the corporation. Following the merger, the separate existence of Leapfrog Consulting, LLC will cease, and Leapfrog Consulting, Inc. will be the surviving corporation in the merger.

If you have any further questions, please contact the undersigned or my counsel, Paul Boyd at 389-9000.

Very truly yours,
Leapfrog Consulting, LLC

A handwritten signature in cursive script that reads "Susan Barkis".

Susan Barkis, Sole Member

STATE OF IDAHO
DEC 6 10 05 AM '01
SECRETARY OF STATE