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**FLORIDA PROFIT/NON PROFIT
CORPORATION**

uprising racing, inc.

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**ARTICLES OF INCORPORATION
OF
UPRISING RACING, INC.**

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE PROVISION OF CHAPTER 607 OF THE FLORIDA STATUTES, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

**ARTICLE I
NAME AND MAILING ADDRESS**

THE NAME OF THE CORPORATION IS UPRISING RACING INC. THE MAILING ADDRESS FOR THE CORPORATION IS 8401 NW 4TH STREET, PEMBROKE PINES, FLORIDA 33024.

**ARTICLE II
TERM OF EXISTENCE**

THE EXISTENCE OF THE CORPORATION SHALL BEGIN UPON FILING OF THE ARTICLES BY SECRETARY OF STATE AND SHALL EXIST PERPETUALLY THEREAFTER UNLESS SOONER DISSOLVED ACCORDING TO LAW.

**ARTICLE III
PURPOSE**

THE SPECIFIC PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED IS FOR THE TRANSACTING OF ANY BUSINESS FOR WHICH THE CORPORATION MAY BE INCORPORATED UNDER CHAPTER 607 OF THE FLORIDA STATUTES AND ANY AMENDMENTS OR SUCESSORS STATUTES THERETO.

**ARTICLE IV
AUTHORIZED SHARES**

THE AGGREGATE NUMBER OF SHARES THAT THIS CORPORATION SHALL BE AUTHORIZED TO ISSUE SHALL BE 1,000 SHARES OF COMMON STOCK AT A PAR VALUE OF \$1.00 PER SHARE. THE SHARES OF THE CORPORATION SHALL BE ISSUED FOR SUCH CONSIDERATION AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS BUT NOT LESS THAN PAR VALUE.

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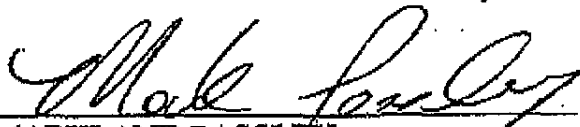
**ARTICLE V
NUMBER OF DIRECTORS**

THIS CORPORATION SHALL HAVE (1) ONE DIRECTOR INITIALLY, THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME BY THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE (1).

**ARTICLE VI
INCORPORATOR**

THE NAME AND ADDRESS OF THE INCORPORATOR IS MARKLAND PASSLEY AND HIS ADDRESS IS 8401 NW 4TH STREET, PEMBROKE PINES, FLORIDA 33024.

DATED THIS 2ND DAY OF APRIL, 2006.


MARKLAND PASSLEY
INCORPORATOR

REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE IN THE STATE OF FLORIDA SHALL BE: 8401 NW 4TH STREET PEMBROKE PINES, FLORIDA 33024.

THE NAME OF THE INITIAL REGISTERED AGENT AT THE ABOVE ADDRESS SHALL BE MARKLAND PASSLEY. THE BOARD OF DIRECTORS MAY FROM TIME TO TIME CHANGE THE REGISTERED OFFICE OR CHANGE THE REGISTERED AGENT TO ANY OTHER QUALIFIED AGENT.


MARKLAND PASSLEY
REGISTERED AGENT

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