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SPECIAL INSTRUCTIONS:

ARTICLES OF INCORPORATION OF DAC MOTORSPORTS CORP.

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I Name

The name of the Corporation shall be DAC Motorsports Corp.

ARTICLE II Principal Office

The principal office of the Corporation is located at 9371 Wanklyn, Lasalle, Quebec H8R 1Z2, Canada and its mailing address is the same.

ARTICLE III Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV Authorized Stock

The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of stock having a par value of \$0.01 per share.

ARTICLE V Initial Officers and Directors

The initial director of the Corporation is Emmannuel Annasis with an address at 9371 Wanklyn, Lasalle, Quebec H8R 1Z2, Canada.

The initial officer of the Corporation is Emmannuel Annasis with an address at 9371 Wanklyn, Lasalle, Quebec H8R 1Z2, Canada.

ARTICLE VI Registered Office and Registered Agent

The name and Florida street address of the registered agent is NRAI Services, Inc., 1200 South Pine Island Road, Plantation, FL 33324.

ARTICLE VII Incorporator

The name and address of the incorporator of the Corporation is:

Name

Address

Charles Liebovich

GWBR, S.E.N.C.R.L. – L.L.P.

1 Westmont Square, Bureau 1001
Westmont (Quebec) H3Z 2PR, Canada.

ARTICLE VIII Lack of Preemptive Rights

No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

ARTICLE IX Indemnification

The Corporation shall, to the fullest extent permitted by the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Article from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Article, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any By-Law, resolution of shareholders, resolution of directors, agreement or otherwise, as permitted by said Article, as to action in any capacity in which he served at the request of the Corporation.

ARTICLE X
Liability of Directors

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The personal liability of the directors of the Corporation is eliminated to the fullest extent permitted by the provisions of the Florida Business Corporation Act as the same may be amended and supplemented.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

NRALServices, Inc.

Signature/Registered Agent

Date

Signature/Incorporator

Date