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BASS, BERRY & SIMS PLC
Attorneys at Law

A PROFESSIONAL LIMITED LIABILITY COMPANY

Michael D. Sontag

PHONE: (615) 742-6260
FAX: (615) 742-2760
E-MAIL: msontag@bassberry.com

AmSouth Center
315 Deaderick Street, Suite 2700
Nashville, Tennessee 37238-3001
(615) 742-6200

December 21, 2005

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Boyd Equity Investments Limited

Dear Sir or Madam:

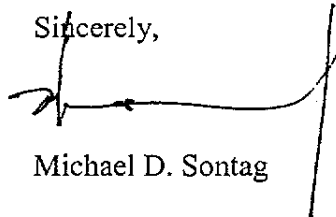
The enclosed Certificate of Limited Partnership, Affidavit of Capital Contributions and fees are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael D. Sontag
Bass, Berry & Sims PLC
315 Deaderick St., Suite 2700
Nashville, TN 37238

For further information concerning this matter, please call Michael D. Sontag at (615) 742-6260.

Sincerely,



Michael D. Sontag

MDS/lde

Enclosures

**CERTIFICATE OF LIMITED PARTNERSHIP
BOYD EQUITY INVESTMENTS LIMITED**

THIS CERTIFICATE OF LIMITED PARTNERSHIP (the "Certificate") of Boyd Equity Investments Limited, a Florida limited partnership (the "Partnership"), is made on this 19th day of DECEMBER, 2005, by Boyd Equity Management, LLC, as the General Partner.

The General Partner hereby certifies as follows:

1. The name of the Partnership is Boyd Equity Investments Limited.
2. The address of the registered office of the Partnership is as follows:

Boyd Equity Investments Limited
1501 Gulf Boulevard
Clearwater, Florida 33767

3. The name and address of the registered agent required to be maintained is as follows:

Hugh R. Boyd
Boyd Equity Investments Limited
1501 Gulf Boulevard
Clearwater, Florida 33767

Hugh R. Boyd hereby accepts his designation as the registered agent of the Partnership for service of process:

Date: 12/19/05


Hugh R. Boyd

4. The address of the principal office of the Partnership is as follows:

Boyd Equity Investments Limited
1501 Gulf Boulevard
Clearwater, Florida 33767

5. The name and the business, residence or mailing address of the General Partner is as follows:

Boyd Equity Management, LLC
1501 Gulf Boulevard
Clearwater, Florida 33767

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TALLAHASSEE, FLORIDA

6. This Certificate of Limited Partnership shall be effective upon its filing with the Secretary of State of Florida. The latest date on which the Partnership is to be dissolved is December 31, 2055.

IN WITNESS WHEREOF, the undersigned has executed and sworn to this Certificate of Limited Partnership as of the day and year first above written. Under penalties of perjury, I declare that I have read the foregoing and know the contexts thereof and that the facts stated herein are true and correct.

BOYD EQUITY MANAGEMENT, LLC

By: *Hugh R. Boyd*
Hugh R. Boyd, Member

STATE OF FLORIDA)
COUNTY OF Pineles)

Personally appeared before me, *Mindy M. Mundy*, a Notary Public, Hugh R. Boyd, with whom I am personally acquainted, who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is a Member of Boyd Equity Management, LLC, who is the General Partner of Boyd Equity Investments Limited, and is authorized by the limited liability company to execute this instrument on behalf of the limited liability company.

WITNESS my hand, at office, this 19th day of December, 2005.

My Commission Expires:
May 4, 2008

Mindy M. Mundy
Notary Public



**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting of all the general partners of Boyd Equity Investments Limited, a Florida partnership, certify:

1. The amount of capital contributions to date of the limited partners is \$1,070,000.
2. The total amount of contributed and anticipated to be contributed by the limited partners at this time totals \$5,500,000.

Signed this 19th day of DECEMBER, 2005.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that we read the foregoing and know the contents thereof and that the facts stated herein are true and correct.



Hugh R. Boyd, General Partner