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**AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
BOYD RETAIL CORP.**

WHEREAS, the Articles of Incorporation of BOYD RETAIL CORP. (the "Corporation") were filed with the Florida Department of State on September 5, 1995, Document No. P95000068338;

WHEREAS, it is the intention of the sole Director and Shareholder of the Corporation that the Articles of Incorporation of the Corporation be amended, effective the date this Amendment is filed with the Florida Department of State, in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to the Articles of Incorporation of the Corporation as hereinafter set forth was approved by written action of the sole Director and Shareholder, pursuant to the provisions of Section 607.1003, 607.0704, and 607.0821 of the Florida Business Corporation Act on the 20th day of December, 2013.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended effective the date this Amendment is filed with the Florida Department of State, as follows:

- 1. Article III is deleted in its entirety and the following is substituted therefor:

**ARTICLE III
Authorized Shares**

1. Authorized Capital Stock. Except as otherwise provided by law, authorized shares of capital stock of the Corporation, regardless of class or series, may be issued by the Corporation, from time to time in such amounts, for such lawful consideration and for such corporate purposes as the Board of Directors may from time to time determine. All capital stock when issued and fully paid for shall be deemed fully paid and non-assessable. The total number of shares of all classes of capital stock which the Corporation shall have authority to issue shall be 20,000 consisting of:

(a) 10,000 shares of Class A Common Stock, having a par value of \$1.00 per share; and

(b) 10,000 shares of Class B Common Stock, having a par value of \$1.00 per share.

- 2. Terms of Common Stock.

(a) General. Except as otherwise required by law or as otherwise provided in this Amendment to Articles of Incorporation, each share of each class of Common Stock shall have identical powers,

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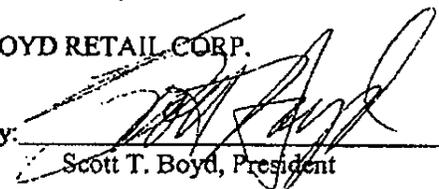
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preferences, qualifications, limitations and other rights. The Class A Common Stock, and Class B Common Stock are hereinafter collectively referred to as the "Common Stock."

(b) Voting Rights. Except as otherwise required by law or as otherwise provided in these Articles of Incorporation: (i) each share of Class A Common Stock shall be entitled to one vote per share; and (ii) each share of Class B Common Stock shall be non-voting.

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of the Corporation as of December 20, 2013.

BOYD RETAIL CORP.

By: 

Scott T. Boyd, President

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