

**PERSONNEL
PLACEMENT & FINANCIAL SERVICES**

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 MAY 22 PM 2:13

600001894586

REC'D
96 MAY 22 10 07 AM
FBI - NEW YORK

01/5/22/96

ARTICLES OF INCORPORATION

OF

BOYD SOUTHWEST CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 22 PM 2:13

ARTICLE I - NAME

The name of this corporation is BOYD SOUTHWEST CORP.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 7380 Sand Lake Road, Suite 504, Orlando, Florida 32819.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of ONE AND NO/100 DOLLAR (\$1.00) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7380 Sand Lake Road, Suite 504, Orlando, Florida 32819 and the name of the initial registered agent of this corporation at that address is Scott T. Boyd.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director are as follows:

Scott T. Boyd

7380 Sand Lake Road, Suite 504
Orlando, Florida 32819

ARTICLE VI - INCORPORATOR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

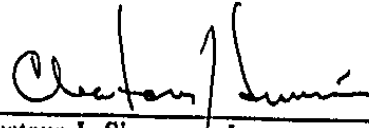
96 MAY 22 PM 2: 13

- The name and address of the person signing these Articles are as follows:

Cleatous J. Simmons

215 North Eola Drive
Orlando, Florida 32801


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 6th day of May, 1996.



Cleatous J. Simmons, Incorporator

ACCEPTANCE OF REGISTERED AGENT


The undersigned hereby accepts the designation as Registered Agent of BOYD
SOUTHWEST, CORP.



Scott T. Boyd

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by
virtue of the undersigned acting as Incorporator of BOYD SOUTHWEST, CORP.



Cleatous J. Simmons