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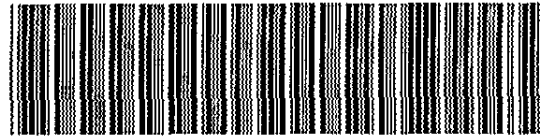
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STATE
ALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT:

Pam

DATE:

1-17-03

REF. #:

0958. 12146

CORP. NAME:

CINOS ENTERPRISES OF FLORIDA, L.L.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# 504182 FOR \$ 25.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

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Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDMENT TO THE
ARTICLES OF ORGANIZATION**

OF

CINOS ENTERPRISES OF FLORIDA, L.L.C.

a Florida Limited Liability Company

A. The name of this Limited Liability Company is

CINOS ENTERPRISES OF FLORIDA, L.L.C., (the "Company").

B. The Articles of Organization of the company were filed with the Florida Secretary of State on July 12, 2002.

C. The Articles of Organization of the company are amended pursuant to a resolution adopted by the members in conformity with the companies Regulations as follows:

1. **ARTICLE II** which reads:

A. Purposes. "The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time", is deleted and the following language is substituted in place thereof:

A. Purposes. The purpose of the company consists only in the development, ownership, operation and maintenance of Sonic Drive-In Restaurants.

2. A new Article is added to the Articles of Organization of the company being Article XI containing the following provisions:

ARTICLE XI

MEMBERSHIP INTEREST AND TRANSFER

OF MEMBERSHIP INTEREST

A. The company may not issue any additional membership interest without the prior, written consent of Sonic Industries, Inc. and no member may transfer, assign or pledge any membership interest without the prior, written consent of Sonic Industries, Inc.

THESE AMENDED ARTICLES OF ORGANIZATION have been executed by the undersigned member or authorized representative of the member this 16th day of January, 2003.


RONALD C. WHITE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA