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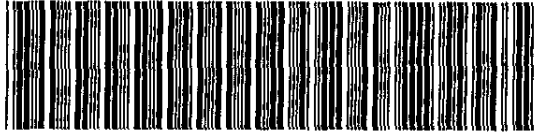
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MICHIGAN
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M. HODGES

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Hamilton Ward (1829-1898)

Hamilton Ward, Jr. (1871-1932)

Hamilton Ward, III (1905-1981)

John C. Ward (1906-1970)

Peter Ward

Peter Hamilton Ward

† Peter Hay Ward — Of Counsel

Admitted FL & GA

Wednesday, February 8, 2006

Division of Corporations,
Florida Department of State
ATTN: NEW FILINGS
409 E. Gaines Street
Tallahassee, Florida 32399

FEDERAL EXPRESS OVERNIGHT

Re: FreWalThree, L.L.C.

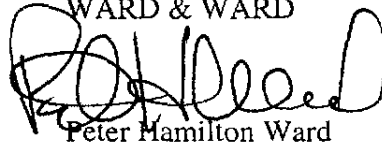
Enclosed for filing are the "Amended and Restated Articles of Organization, Florida Limited Liability Company".

Enclosed is my attorney's check in the amount of \$25.00 for filing the Amended and Restated Articles.

Thank you.

Sincerely,

WARD & WARD



Peter Hamilton Ward

PHW/cj
Enclosures

**AMENDED and RESTATED
ARTICLES OF ORGANIZATION,
FLORIDA LIMITED LIABILITY COMPANY**

Articles of Organization for FreWalThree, L.L.C., a Florida limited liability company, were originally filed with the Florida Secretary of State on January 15, 2003. These amended and restated articles, having been duly executed, are being filed in accordance with §608.411(5), Florida Statutes.

ARTICLE I – Name:

The name of the Limited Liability Company is, and continues to be: **FreWalThree, L.L.C.**

ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is, and continues to be:

4001 Newberry Road, Suite C-2
Gainesville, Florida 32607

ARTICLE III – Purpose:

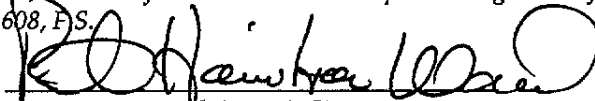
The purpose of this limited liability company shall consist only in the development, ownership, operation and maintenance of Sonic drive-in restaurants.

ARTICLE IV – Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent is, and continues to be:

Peter Hamilton Ward
4001 Newberry Road, Suite C-1
Gainesville, Florida 32607-2380

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby continue to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Registered Agent's Signature

ARTICLE V – Management (Check box if applicable)

~~The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.~~

ARTICLE VI – Transfer of Member Interest Restricted

The company may not issue any additional membership interests nor may any member transfer, assign or pledge any membership interest without the prior, written consent of Sonic Industries, Inc., conditions of that consent being contained in the Area Development Agreement and sample License Agreement Number 6A (SS), with attachments, provided FreWal, L.L.C. and FreWalThree, L.L.C. by Sonic Industries Inc., here incorporated by reference.


Fred C. Franco, Managing Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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FLORIDA
JAN 17 2003