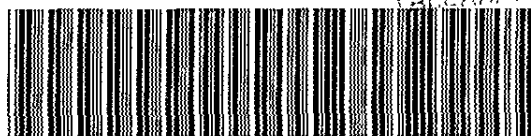


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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA



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WARD & WARD

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PETER HAMILTON WARD
PETER HAY WARD — Of Counsel
Admitted FL & GA

VOICE: (352) 377-4781
FACSIMILE: (352) 373-1191
INTERNET: PHWard@aol.com

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HAMILTON WARD (1829-1888)
HAMILTON WARD, JR. (1871-1932)
HAMILTON WARD, III (1903-1981)
JOHN C. WARD (1906-1970)

January 14, 2003

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

Re: Articles of Organization, WalFreThree, L.L.C.
Articles of Organization, FreWalThree, L.L.C.
Articles of Organization, WalFreFour, L.L.C.
Articles of Organization, FreWalFour, L.L.C.

Dear Madam or Sir:

Enclosed are *signed originals* of Articles of Organization (with included Certificate of Designation of Registered Agent and Registered Office) for the following LLCs:

- 1) WalFreThree, L.L.C.
- 2) FreWalThree, L.L.C.
- 3) WalFreFour, L.L.C.
- 4) FreWalFour, L.L.C.

Although no special effective date has been requested, because it is intended that WalFreThree, L.L.C. be a member of FreWalThree, L.L.C. and WalFreFour, L.L.C. be a member of FreWalFour, it is requested that WalFreThree, L.L.C. and WalFreFour, L.L.C. be recorded and effective *prior* to FreWalThree, L.L.C. and FreWalFour, L.L.C. Thank you.

Also enclosed is my firm's check in the amount of \$500.00 (\$125 per L.L.C.) made payable to Department of State.

Sincerely,



Peter Hamilton Ward

PHW/cj

ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY

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03 JAN 15 AM 10:15

CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – Name:

The name of the Limited Liability Company is: **FreWalThree, L.L.C.**

ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

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

ARTICLE III – Purpose:

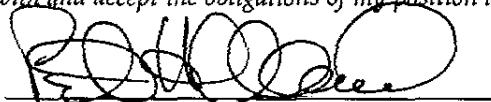
The purpose of this limited liability company shall consist only in the development, ownership, operation and maintenance of Sonic drive-in restaurants.

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

The name and the Florida street address of the registered agent are:

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 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 interest nor may any member transfer, assign or pledge any membership interest without the prior, written consent of Sonic Industries, Inc.



Peter H. Ward, Attorney for 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.)