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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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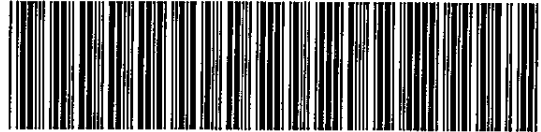
Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

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03 JUN 11 AM 9:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**John B. Winters
208 Tunnelton Street
Kingwood, WV 26537
304-698-6800**

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

RE: Filing of Waters Drive-In LLC Article of Organization

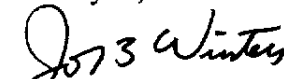
Dear Florida Dept. of State:

Please find enclosed a check in the amount of \$130.00 to cover the cost of:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 5.00 Certificate of Status
\$130.00 TOTAL

Please send letter of acknowledgement and Certificate of Status to me at above address.

Thank you,


John B. Winters

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
WATERS DRIVE-IN
LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I - Name

The name of the Limited Liability Company is:
Waters Drive-In LLC

ARTICLE II-Address

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

**208 Tunnelton Street
Kingwood, WV 26537**

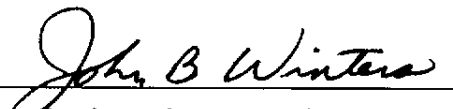
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TALLAHASSEE, FLORIDA

ARTICLE III –Registered Agent, Registered Office, & Registered Agent’s Signature:

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

**John B. Winters
8205 Westridge Drive
Tampa, FL 33615**

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 IV – Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE V - Management

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

**John B. Winters
208 Tunnelton Street
Kingwood, WV 26537**

ARTICLE VI - Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of admissions shall be upon majority consent of the members. The Company shall not issue any additional membership interests and no member may transfer, pledge or assign any membership interest without the prior written consent of Sonic Industries, Inc.

ARTICLE VII – Purpose

The purpose of this Company is solely for the development, ownership, operation and maintenance of Sonic Drive-In restaurants.

IN WITNESS WHEREOF, I have signed these Articles of Organization, and acknowledged them to be my act this 6th day of June, 2003.



John B. Winters

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