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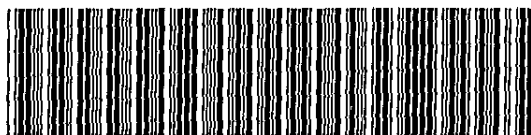
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DIVISION OF CORPORATIONS
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**LAW OFFICES OF
J. KELLY KENNEDY**

198 1st St S
Winter Haven, FL 33880-3004



J. KELLY KENNEDY
Attorney at Law/Certified Public Accountant
e-mail: kelly@jkklaw.com

AREAS OF PRACTICE:
Wills, Estates, Estate Planning,
Real Property Law, Taxation,
Corporate, Business and Mortgage Law

CYNTHIA CROFOOT RIGNANESE
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REPLY TO:
PO Box 7604, Winter Haven, FL 33883-7604
Tel: (863) 294-1114 Fax: (863) 294-8937

September 24, 2003

Division of Corporation
PO Box 6327
Tallahassee, Florida 32314-6327

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RE: CRS REAL ESTATE INC.; CRS DEVELOPMENT, INC.;
LANGFORD-LEAKE GROUP, INC. AND SDI OF BARTOW, LLC

Dear Ladies:

Enclosed herewith for filing are the following documents along with one copy of each document to be certified:

1. Articles of Amendment to Articles of Incorporation of CRS Real Estate, Inc. (fee of \$43.75 for filing fee including certified copy);
2. Articles of Amendment to Articles of Incorporation of CRS Development, Inc. (fee of \$43.75 for filing fee including certified copy);
3. Articles of Incorporation of Langford-Leake Group, Inc. (\$78.75 filing fee including certified copy);
4. Articles of Organization for SDI of Bartow, LLC (\$155.00 filing fee including certified copy).

My firm's check in the amount of \$326.25 is enclosed to cover the costs.

Thank you for your cooperation in this matter.

Sincerely yours,

J. KELLY KENNEDY, ESQUIRE

JKK/rh
Enclosures

**ARTICLES OF ORGANIZATION
FOR
SDI OF BARTOW, LLC**

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be **SDI OF BARTOW, LLC.**

**ARTICLE II
DURATION**

This Limited Liability Company shall exist perpetually from the date of filing with the Secretary of State of the State of Florida.

**ARTICLE III
PURPOSE**

This Limited Liability Company is organized for the sole purpose of the development, ownership, operation and maintenance of Sonic drive-in restaurants.

**ARTICLE IV
PLACE OF BUSINESS**

The place of business of this Limited Liability Company shall be at the following street address: 340 Greenfield Road, Winter Haven, Florida 33884, and such other place or places as the member(s) from time to time may determine, and the mailing address of this Limited Liability Company shall initially be at the following address: 340 Greenfield Road, Winter Haven, Florida 33884.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent of the Limited Liability Company shall be **CURTIS R. LANGFORD**. The initial registered office address shall be 340 Greenfield Road, Winter Haven, in Polk County, Florida 33884.

**ARTICLE VI
MANAGEMENT**

The Limited Liability Company will be managed by an initial Manager, **CURTIS R. LANGFORD**. **CURTIS R. LANGFORD** shall serve as initial Manager until the first organizational meeting of members or until his successor is elected and qualifies. The

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name and address of the initial Manager is:

CURTIS R. LANGFORD
340 Greenfield Road
Winter Haven, Florida 33884.

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

Additional members are to be admitted as members of the company only by the unanimous vote of the members, in accordance with applicable law and in accordance with the Operating Agreement. In addition, additional members may be admitted only with the written consent of Sonic Industries, Inc.

ARTICLE VIII
AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Limited Liability Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

ARTICLE IX
TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of this Limited Liability Company may be transferred or assigned only to such extent and in the manner provided in the Operating Agreement of the Limited Liability Company and in accordance with applicable law. Provided, however, that no member may transfer, assign or pledge any membership interest without the prior, written consent of Sonic Industries, Inc.

IN WITNESS WHEREOF, the party hereto has executed these Articles of Organization on the 19th day of September, 2003.

LANGFORD-LEAKE GROUP, INC.,
a Florida Corporation


By: **CURTIS R. LANGFORD, President**
Manager and Member

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**STATE OF FLORIDA
COUNTY OF POLK**

The foregoing instrument was acknowledged before me this 19th day of September, 2003, by **CURTIS R. LANGFORD**, who personally appeared before me, who is known to me to be the person who executed the foregoing Articles of Organization and produced drivers license as identification or is personally known to me.

(SEAL)



Silvia O. Cekala
My Commission DD175231
Expires January 01, 2007

Silvia Cekala
Printed Name: Silvia Cekala
Notary Public

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REGISTERED AGENT ACCEPTANCE

Having been named as registered agent, to accept service of process for **SDI OF BARTOW, LLC**, at the place designated, I hereby accept the appointment as Registered Agent, and state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent, including those specified in Chapter 608 of the Florida Statutes.

Dated: September 19, 2003.


CURTIS R. LANGFORD, Registered Agent

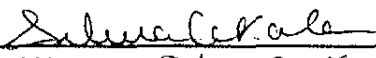
**STATE OF FLORIDA
COUNTY OF POLK**

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(SEAL)



Silvia O. Cekala
My Commission DD175231
Expires January 01, 2007


Printed Name: Silvia O. Cekala
Notary Public

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