

L040 000 43105

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

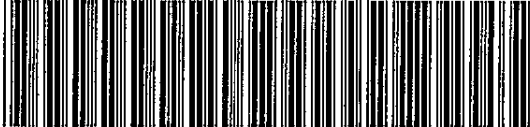
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SDI of Haines City, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Curtis Langford
(Name of Person)

Langford - Leake Group, Inc.
(Firm/Company)

330 Ave. B SW
(Address)

Winter Haven, FL 33880
(City/State and Zip Code)

For further information concerning this matter, please call:

Barbara Langford at (863) 291-5130
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee & Certificate of Status
- \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

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TALLAHASSEE, FLORIDA

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STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Langford-Leake Group, Inc



September 7, 2004

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

Dear Sirs:

I am submitting an amendment to the Articles of Organization for SDI of Haines City, LLC filed on June 8, 2004 and assigned document number L04000043105.

Please accept the changes and reissue the Articles of Organization and mail a Certified copy and Certificate of Status to the following address:

Langford-Leake Group, Inc.
330 Ave. B SW
Winter Haven, FL 33880
Phone: 863-291- 5130

Please do not hesitate to call if you need any further information.

Sincerely,

Barbara Langford

Barbara Langford
Owner/Director

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TALLAHASSEE, FLORIDA

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Langford-Leake Group, Inc.
330 Ave. B SW
Suite B
Winter Haven, FL
33880

Phone: 863-291-5130
Fax: 863-293-8407

Email: langfordleakegroup@verizon.net

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

SDI of Haines City, LLC.

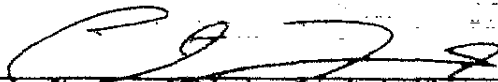
(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on June 8, 2004 and assigned document number L04000043105.

SECOND: The following amendment(s) to the Articles of Organization was/were adopted by the limited liability company:

see attached

Dated September 7, 2004.



Signature of a Member or Authorized Representative of a Member

Curt's Langford

Typed or Printed Name of Signee

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
FOR
SDI of HAINES CITY, LLC

ARTICLE I
NAME

The name of this Limited Liability Company shall be SDI OF HAINES CITY, LLC.

ARTICLE II
PURPOSE

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: 35696 Hwy 27 South, Haines City, FL 33844, 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: 330 Ave B SW, Winter Haven, Florida 33880.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the Limited Liability Company shall be *CURTIS R. LANGFORD*. The initial registered address shall be 330 Ave B. SW, Winter Haven, in Polk County, Florida 33880.

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 name and address of the initial Manager is:

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TALLAHASSEE, FLORIDA
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CURTIS R. LANGFORD
330 Ave. B SW
Winter Haven, FL 33880

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 the 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 7th day of September, 2004.

LANGFORD-LEAKE GROUP, INC.,
a Florida Corporation



By: CURTIS R. LANGFORD, President
Manager and Member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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