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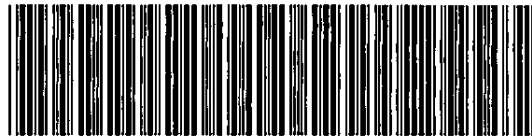
(Business Entity Name)

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TALLAHASSEE, FLORIDA

NRC

Buchanan Ingersoll & Rooney PC
Attorneys & Government Relations Professionals

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June 5, 2007

Florida Department of State
Registration Division
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: **Ocala Drive-In Development #2 LLC —**
Articles of Amendment to Articles of Organization

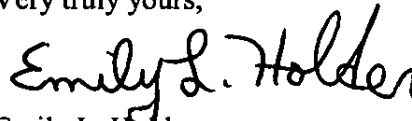
Ladies and Gentlemen:

Enclosed for filing are Articles of Amendment to Articles of Organization for **Ocala Drive-In Development #2 LLC**. Also enclosed is a check in the amount of \$25.00 made payable to the Florida Department of State for this filing.

Would you please be kind enough to arrange to have the Articles of Amendment to Articles of Organization filed today and send evidence of the filing to me. I have enclosed a postage paid, pre-addressed envelope for your convenience.

Please call me at (412) 562-8987 if you have any questions regarding the filing.

Very truly yours,



Emily L. Holder
Franchise Legal Assistant

Enclosures (2)

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCALA DRIVE-IN DEVELOPMENT #2 LLC

(Present Name)

(A Florida Limited Liability Company)

FIRST: The date of filing of the Articles of Organization was August 17, 2006.

SECOND: The following amendment(s) to the Articles of Organization was/were adopted by the Limited Liability Company:

The Articles of Organization are hereby amended and restated in their entirety as follows:

ARTICLE I - Name:

The name of the Limited Liability Company is:

Ocala Drive-In Development #2 LLC

ARTICLE II - Address:

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

Principal Office Address:

2010 SE 32nd Street
Ocala, Florida 34471

Mailing Address:

2010 SE 32nd Street
Ocala, Florida 34471

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

R. Trent Watkins

Name

2010 SE 32nd Street

Florida street address (P.O. Box **NOT** acceptable)

Ocala, Florida 34471

City, State, and Zip

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..

/s/ R. Trent Watkins

Registered Agent's Signature

ARTICLE IV - Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager
"MGRM" = Managing
Member

Name and Address:

MGRM

Watkins Ventures, L.P., Member
3212 Blossom Lane
Odessa, TX 79762

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TALLAHASSEE, FLORIDA**

ARTICLE V - Limitations in Favor of Sonic Industries, Inc.

The sole purpose of the Limited Liability Company shall consist of the development, ownership, operation and maintenance of restaurants under the trademark and service mark SONIC® America's Drive-In ® licensed by Sonic Industries, Inc. The Limited Liability Company shall not issue any additional membership interests in the Limited Liability Company and no member may transfer, assign or pledge any membership interests in the Limited Liability Company without the prior written consent of Sonic Industries, Inc.

Dated: June 4, 2007

WATKINS VENTURES, L.P., Member

By: PWT ASSET HOLDINGS, INC., General Partner

/s/ R. Trent Watkins, President

Signature of a member or an authorized representative of a 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.)

R. Trent Watkins

Typed or printed name of signee

Filing Fee: \$25.00