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Theodore C. Skokos*
George J. Bequette, Jr.
Keith I. Billingsley

The Law Firm of
Skokos, Bequette & Billingsley
A Professional Association
3200 TCBY Tower
425 West Capitol Avenue
Little Rock, Arkansas 72201-3469

Telephone
(501) 374-1107

Telecopier
(501) 374-5092

*Of Counsel

September 27, 2000

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Ocala Sonic LLC No. 1

500003411015--0
-10/02/00--01082--012
****125.00 ****125.00

Dear Sir or Madam:

Enclosed for processing please find the following documents in connection with the above-referenced entity:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Certificate of Designation of Registered Agent/Registered Office;
3. Certificate of Good Standing of a Domestic Organization; and
4. This firm's check in the amount of \$125.00 for the filing fees.

FILED
00 OCT -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I would appreciate your providing me with an acknowledgment of the above company's authorization to transact business in your state once it has been approved.

Thank you for your assistance in this matter. Please feel free to contact me should you have further questions or comments.

Very truly yours,

Margo Sadler

Margo Sadler
Legal Assistant

1100-2066
QR

Enclosures

g012 oca1a (Florida) 1/1/00

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. OCALA SONIC LLC NO. 1
(Name of foreign limited liability company)
2. Arkansas 3. 71-0844897
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. July 20, 2000 5. 2050
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. September 22, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2817 S.E. 5th, Ocala, FL 34471
(Street address of principal office)

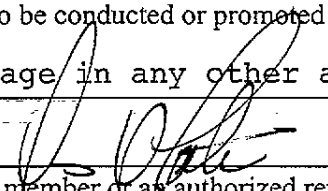
8. If limited liability company is a manager-managed company, check here ☒

9. The usual business addresses of the managing members or managers are as follows:

<u>Duane Porter</u>	<div>FILED NO OCT -2 PM 5:00 SECRETARY OF STATE TALLAHASSEE, FLORIDA</div>
<u>2817 S.E. 5th</u>	
<u>Ocala, FL 34471</u>	
<u></u>	

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: to own and operate
restaurants and to engage in any other activities reasonably related
to that purpose.


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

DUANE D. PORTER
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

OCALA SONIC LLC NO. 1

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

ALLEN E. PORTER

(Name)

2817 S.E. 5TH ST.

Florida street address (P.O. Box NOT ACCEPTABLE)

OCALA

FL

34471

City/State/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..

[Signature]
(Signature)

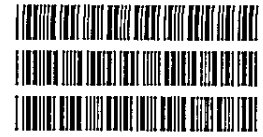
\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

FILED
00 OCT -2 PM 5:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



Sharon Priest
SECRETARY OF STATE

State of Arkansas SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF A DOMESTIC ORGANIZATION

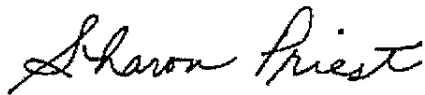
I, Sharon Priest, Secretary of State of Arkansas, and as such, keeper of the records of domestic and foreign organizations, do hereby certify that the records of this office show:

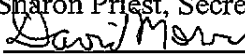
OCALA SONIC LLC NO.1

an organization chartered under the laws of the State of Arkansas, filed Articles of Organization July 20, 2000.

I further certify that as far as the records show, this organization is at this time chartered and in good standing, having met all the requirements governing a domestic organization in this State.

In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal. Done at my office in the City of Little Rock, Arkansas this 25th day of September 2000.



Sharon Priest, Secretary of State
by: 

D E Morrow

C-2/Rev 10-1-88

LL-02