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Watkins Ludlam Winter & Stennis, P.A.
ATTORNEYS AT LAW

633 North State Street (39202)
Post Office Box 427
Jackson, Mississippi 39205-0427
Fax (601) 949-4804
www.watkinsludlam.com

June 5, 2001

Gulfport, Mississippi
Jackson, Mississippi
Olive Branch, Mississippi

Emily Merrill
Paralegal
Resident in Jackson
Direct Dial (601) 949-4715
Main (601) 949-4900
emerrill@watkinsludlam.com

Via FedEx

Office of the Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

200004376152-5
-06/07/01--01095--011
*****125.00 *****125.00

Re: **Sonic Florida No. 1, LLC**
Sonic Florida No. 2, LLC

Dear Sir or Madam:

In connection with the referenced two (2) Mississippi limited liability companies, please find enclosed for filing in the records of the Florida Department of State, an original and a copy of each of the following:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Certificate of Designation of Registered Agent/Registered Office; and
3. Certificate of Existence/Authority issued by the Mississippi Secretary of State June 5, 2001.

Name	
Availability	Also enclosed are two (2) checks in the amount of \$125.00 each to cover the filing fees and a pre-addressed and pre-paid Federal Express envelope for returning the stamped-filed copies and letter of acknowledgment of these filings to my attention.
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Office of the Florida Secretary of State
June 5, 2001
Page 2

If there are any questions regarding the enclosed, please contact me at (601) 949-4715.
Thank you in advance for your prompt attention to this matter.

Sincerely,

WATKINS LUDLAM WINTER & STENNIS, P.A.

Emily Merrill

Enclosures

cc: J. F. Davis (w/ enc.)
J. Wilson La Foe (w/ enc.)
David B. Grishman

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Sonic Florida No. 2, LLC
(Name of foreign limited liability company)

2. Mississippi 3. Applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. May 30, 2001 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Not applicable
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

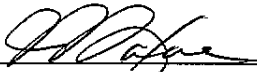
7. 5 Old River Place, Suite 101
Jackson, MS 39202
(Street address of principal office)

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

9. The name and usual business addresses of the managing members or managers are as follows:
J.F. Davis, 5 Old River Place, Ste. 101 (39202), P.O. Box 125, Jackson, MS 39205-0125
J. Wilson La Foe, 5 Old River Place, Ste. 101 (39202), P.O. Box 125, Jackson, MS 39205-0125

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: Construction and
leasing of property.



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.)

J. Wilson La Foe

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**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:

Sonic Florida No. 2, LLC

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

Robert O. Sammons, Esq., c/o Floyd and Sammons, P.A.
(Name)

1552 Sixth Street, SE

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

Winter Haven,

FL 33880

City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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)

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

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such the legal custodian of the records as required by The Mississippi Limited Liability Company Act to be filed in my office do hereby certify that:

SONIC FLORIDA NO. 2, LLC

Formed May 30, 2001

A Mississippi Limited Liability Company has filed the necessary documents in this office and has obtained a certificate of formation under the provisions of The Mississippi Limited Liability Company Act as shown by the records in this office.

That the registered office of said Limited Liability Company is located at:

633 N STATE ST
PO BOX 427
JACKSON MS 39205-0427

and that the registered agent at that address is:

DAVID B GRISHMAN

I further certify that said Limited Liability Company has paid the fees for filing the above papers required by law as shown by the records of this office and that said Limited Liability Company is in good standing to do business in Mississippi at this time.



Given under my hand
and seal of office
June 06, 2001

Eric Clark

ERIC CLARK,
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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