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06/30/03--01090--019 **165.00

STEVEN H. SMITH, PLLC

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June 26, 2003

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee FL 32314

Re: *Sonic Florida No. 3, LLC*
Mississippi Limited Liability Company Application for Certificate of Registration -
State of Florida


Gentlemen:

Please find enclosed a completed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida (hereafter "Application"). Accompanying our Application is a check made payable to the Florida Department of State in the total sum of \$165.00, a Certificate of Good Standing from our Mississippi Secretary of State's office, Articles of Formation of Sonic Florida No. 3, LLC and our Certificate of Designation of Registered Agent/Registered Office.

Upon receipt of the enclosed Application By Foreign Limited Liability Company for Authorization to Transact Business in Florida, our check for \$165.00, our Certificate of Good Standing and Articles of Formation and Certificate of Designation of Registered Agent/Registered Office, if there is any other documentation you desire, or if we have procedurally failed in any respect to comply with your registration requirements for a foreign LLC, please contact me at your earliest possible convenience. Thank you again for your attention and hopeful cooperation in this regard. Please return two (2) Certificates of Status to us in the enclosed self-addressed, stamped envelope provided for your convenience.

Sincerely,

STEVEN H. SMITH, PLLC

By: 
Steven H. Smith

SHS/fb
Enclosures

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 3, LLC
(Name of foreign limited liability company)
2. Mississippi 3. 734118 (Business ID #)
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 5/23/03 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1006 Treetops Blvd. # 100
Jackson, MS 39232
(Street address of principal office)

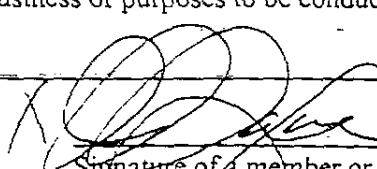
8. If limited liability company is a manager-managed company, check here ☒

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

D.L. Investments, LLC

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: fast food restaurant


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 LAFOE

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: _____

SONIC FLORIDA NO.3, LLC

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

Robert O. Sammons

(Name)

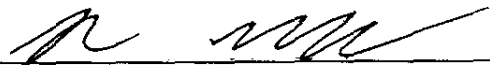
Floyd & Sammons, P.A.
1556 Sixth Street, SE

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

Winter Haven

FL 33880
(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)

| | |
|-----------|----------------------------------|
| \$ 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 OF EXISTENCE/AUTHORITY

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 as follows:

SONIC FLORIDA NO. 3, LLC

Formed May 23, 2003

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:

1006 Treetops Blvd. #100
Jackson MS 39232

And that the registered agent at that address is:

J. Wilson La Foe

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 not in good standing at this time.



Given under my hand
and seal of office
May 28, 2003

A handwritten signature in cursive script that reads "Eric Clark".

Eric Clark
Secretary of State