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CRS Real Estate, Inc.

Sonic America's Drive-In

February 4, 2003

Division of Corporations P.O. Box 6327 Tallahassee, FL 32214

RE: Articles of Amendment & Certified Copy

Dear Sir/Mam

Enclosed is the fee for amending our articles of incorporation for CRS Real Estate, Inc. Also, included is the fee for one certified copy of the amendments.

Should you have any questions please feel free to contact me at the number listed.

Regards,

Roy Langford VP/Director

CRS Real Estate, Inc.

FILED

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

ALLAHASSEE FLORIDA

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 CRS REAL ESTATE, INC.
 (present name)
P01000041309
(Document Number of Corporation (If known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Please amend Article IV as follows:

ARTICLE IV - PURPOSE

The corporation is organized to engage solely in the business of developing, owning, operating and maintaining Sonic Drive-in restaurants.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: February 3, 2003	
	Adoption of Amendment(s) (CHECK ONE)	
Z	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.	
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):	
	"The number of votes cast for the amendment(s) was/were sufficient for approval by(voting group)	
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.	
	Signed this 3rd day of February , 2003	
Signature	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)	
	OR	
	(By a director if adopted by the directors)	
	OR	
	(By an incorporator if adopted by the incorporators)	
	Curtis R. Langford (Typed or printed name)	
	President	
	(Title)	