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CRS Development, Inc.

Sonic America's Drive-In

February 24, 2003

Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

RE: Amendment of Articles of Incorporation for CRS Development, Inc.

Dear: Mam/Sir,

Please amend the articles of Incorporation per the attached form. Should you have any question please feel free to contact me.

Regards,

Roy Langford

Vice President/Director

CRS Development, Inc.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



 CRS REAL ESTATE, INC.	
(present name)	<u> </u>
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 add Article XII as follows:

ARTICLE XII - RESTRICTION ON TRANSFER OF STOCK

The corporation may not issue any additional capital stock and no shareholder may transfer, assign or pledge any capital stock without the prior, written consent of SONIC INDUSTRIES, INC.. The transfer of such stock is subject to the terms and conditions of the Development Areement with SONIC INDUSTRIES, INC.

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: T	The date of each amendment's adoption: February 25, 2003	· _ .	
FOURTH:	Adoption of Amendment(s) (CHECK ONE)		
2	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		
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.		
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.	·	
	Signed this 25th 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)	w <u>**</u> ≟.	
	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)		

*