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OFFICES OF  
CLIFTON A. LIVINGSTON  
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July 12, 2002

Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-07/16/02--01020--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

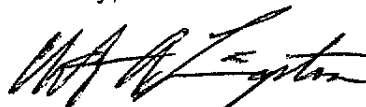
RE: Filing ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION For P.J.  
GOODIES, INC.

Dear Sir or Madam:

Please find enclosed the original executed Articles of Amendment for the captioned corporation. Also enclosed is our check in the amount of \$35.00 for filing these Articles of Amendment.

Thank you for your assistance in this matter. If you have any questions, please immediately contact me at the above telephone number.

Cordially,



Clifton A. Livingston, Esq.

CAL/Enclosures

02 AUG - 8 PM 2:26  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P02000069920  
Amended  
3/8 8-8-02



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 24, 2002

CLIFTON A. LIVINGSTON  
210 EAST DAVIS BLVD.  
TAMPA, FL 33606

SUBJECT: P.J. GOODIES, INC.  
Ref. Number: P02000069920

We have received your document for P.J. GOODIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have two different corporations listed in your document. Please verify your document and make the necessary changes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 902A00045062

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
P. J GOODIES, INC.**

The undersigned, President and Secretary of P. J GOODIES, INC., a corporation existing under the laws of the State of Florida, does hereby certify that the following action to amend the Articles of Incorporation for P. J. GOODIES, INC., was taken at a meeting of the shareholders of the corporation on July 12, 2002, where all shareholders were present in person and all shareholders pursuant to section 607.1006, Florida Statutes, unanimously adopted the following resolution; Article XI, to be added to the Articles of Incorporation and to read as follows:

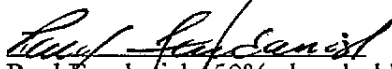
**ARTICLE XI**


**Sonic's Approval of Issuance of Additional Capital Stock and/or Transfer of Any**

**Outstanding Capital Stock of the Corporation**


The Corporation is a Licensee of Sonic Corp. and its sole business is to be the owning and operating of Sonic drive in restaurants in Florida. The Corporation shall not issue any additional capital stock of the Corporation without the prior written consent of Sonic Corp. Neither the Corporation nor its stockholders may transferred, assign or pledge any of the outstanding stock of the Corporation without the prior written consent of Sonic Corp. Each stock certificate shall at a minimum contain the following legend on its face: "The stock of the Corporation and the stock evidenced by this certificate may not be transferred, assigned or pledged without the prior written consent of Sonic Corp." Sonic Corp. shall not withhold its consent to the issuance of additional capital stock nor a transfer, assignment or pledge of stock without a reasonable basis. In giving its consent, Sonic Corp. shall have the right (but not the obligation) to impose one or more reasonable conditions.

Dated this 12 day of July, 2002.

  
Paul Fundanish, 50% shareholder

  
Jay Venable, 50% shareholder

Paul Fundanish, President & Secretary



FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA