

# A95000001507

LAW OFFICES

## BUCHBINDER & ELEGANT

PROFESSIONAL ASSOCIATION

BANK ATLANTIC BUILDING - FOURTH FLOOR

46 SOUTHWEST FIRST STREET

MIAMI, FLORIDA 33130-1610

HARRIS J. BUCHBINDER  
IRA M. ELEGANT

STEVEN A. COLSKY  
CAROLINA A. ECHARTÉ

TELEPHONE (305) 358-1515  
FAX NO. (305) 358-6202

September 26, 1995

Florida Department of State  
Division of Corporations  
New Filing Section  
P.O. Box 6327  
Tallahassee, Florida 32314

800001607198  
-10/11/95--01096--003  
\*\*\*157.50 \*\*\*157.50

Re: Filing of the following:

1. Articles of Organization for R.A.C. 103J L.C., a Florida limited liability company.
2. Certificate of Limited Partnership for Koo Koo Roo Florida 103J Ltd., a Florida limited partnership.

Dear Sir/Madam:

Enclosed are documents and fees necessary to form the above referenced limited liability company and limited partnership. Please note that the limited liability company must be filed prior to the limited partnership since it is a general partner of the new limited partnership.

As to R.A.C. 103J L.C., a Florida limited liability company, please find the following:

1. Original and one copy of Articles of Organization, Acceptance of Registered Agent Designated in Articles of Organization, and Affidavit of Contributions.
2. Check in the amount of \$337.50 made payable to Florida Department of State, representing the filing fee, applicable charges for registered agent designation and a certified copy.

As to Koo Koo Roo Florida 103J Ltd., a Florida limited partnership, please find the following:

1. Original and one copy of Certificate of Limited Partnership, Acceptance of Registered Agent Designated in Certificate of Limited Partnership and Affidavit of Capital Contributions.

10/19/95	by dce
Document Examiner	As to Koo Koo Roo Florida 103J Ltd., a Florida limited partnership, please find the following:
Updater	1. Original and one copy of Certificate of Limited Partnership, Acceptance of Registered Agent Designated in Certificate of Limited Partnership and Affidavit of Capital Contributions.
Notary Verifier	
Signing Agent	DC
W. P. Verifier	DC

FILED  
1995 OCT 11 PM 3:59  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

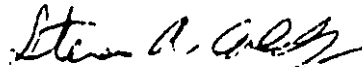
A95000001507

Florida Department of State  
September 26, 1995  
Page 2

2. Check in the amount of \$157.50 made payable to Florida Department of State, representing the filing fee, applicable charges for registered agent designation and a certified copy.

Please call the undersigned if you have any questions or need any further information concerning the filing of these documents.

Very truly yours,



STEVEN A. COLSKY

SAC/lk  
Encs.

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**KOO KOO ROO FLORIDA 103J LTD.**

**ARTICLE I - NAME**

The name of this limited partnership is:

KOO KOO ROO FLORIDA 103J LTD.

**ARTICLE II - ADDRESS AND MAILING ADDRESS**

The address of the principal office and mailing address of the limited partnership is:

10800 Biscayne Boulevard - Penthouse  
Miami, Florida 33161

**ARTICLE III - NAME AND ADDRESS OF AGENT FOR PROCESS**

The name and street address of the agent for service of process is:

Nancy Ryan  
10800 Biscayne Boulevard - Penthouse  
Miami, Florida 33161

**ARTICLE IV - NAME AND ADDRESS OF GENERAL PARTNER**

The name and address of the general partner is:

L95000000747  
R.A.C. 103J L.C., a Florida limited liability  
company  
10800 Biscayne Boulevard - Penthouse  
Miami, Florida 33161

**ARTICLE V - LATEST DATE FOR DISSOLUTION**

The latest date on which the limited partnership shall dissolve is December 31, 2025.

**ARTICLE VI - AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The amount of the capital contribution of the limited

SECRET  
TALLAHASSEE, FLORIDA

1995 OCT -2 PM 3:59

FILED

partnership and the amount anticipated to be contributed is set out in the Affidavit of Capital Contributions attached hereto and made a part hereof as Exhibit "A".

**ARTICLE VII - PARTNERSHIP PERCENTAGES**

The names and partnership percentages of each partner is as follows:

<u>General Partner</u>	<u>Partnership Percentage</u>
R.A.C. 103J L.C.	5%
<u>Limited Partners</u>	
Koo Koo Roo, Inc.	47.5%
Restaurant Acquisition Corp.	47.5%

EXECUTED this 18<sup>th</sup> day of SEPTEMBER, 1995.

R.A.C. 103J L.C., a Florida limited liability company, general partner.

By: Restaurant Acquisition Corp.,  
a managing member

By: Nancy Ryan  
NANCY RYAN, Vice President

FILED  
1995 OCT -2 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**  
**(FOR LIMITED PARTNERSHIP)**

STATE OF FLORIDA)  
                                  ) ss.  
COUNTY OF DADE    )

BEFORE ME, the undersigned authority, personally appeared  
NANCY RYAN, who deposes and says:

1. Her name is NANCY RYAN and she is over the age of  
eighteen (18) years.

2. She is Vice-President of Restaurant Acquisition Corp.,  
a Florida corporation, which corporation is a managing member of  
R.A.C. 103J L.C., the same being the sole general partner of Koo  
Koo Roo Florida 103J Ltd., a Florida limited liability partnership

3. Affiant makes this Affidavit in compliance with Section  
620.180, Florida Statutes (1993), to accompany the filing of  
Certificate of Limited Partnership of Koo Koo Roo Florida 103J Ltd.  
with the Secretary of State of Florida. Affiant knows the  
conditions hereof by her own personal knowledge.

4. The total amount of the capital contributions by the  
limited partners is Ten Thousand Dollars (\$10,000.00).

5. The amount anticipated to be contributed by the limited  
partners is No Dollars (\$0.00), unless otherwise provided  
Supplemental Affidavit of Capital Contribution filed in accordance  
with Section 620.112, Florida Statutes (1993).

FILED  
1995 OCT - 27  
DADE  
59

Nancy Ryan  
NANCY RYAN, Vice President of  
Restaurant Acquisition Corp.,  
a Florida corporation, a  
managing member of R.A.C. 103J L.C.,  
the sole general partner of Koo Koo  
Roo Florida 103J Ltd., a Florida  
limited partnership.

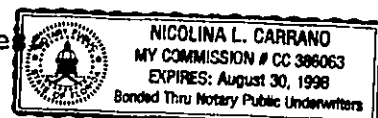
The Foregoing Instrument was acknowledged before me, this 13<sup>th</sup>  
day of SEPTEMBER, 1995, by NANCY RYAN, who is the Vice  
President of Restaurant Acquisition Corp., a Florida corporation,  
a managing member of R.A.C. 103J L.C., the sole general partner of  
Koo Koo Roo Florida 103J Ltd., a Florida limited partnership, and  
who is personally known to me.

NOTARY PUBLIC

sign Nicolina L. Carrano

print NICOLINA L. CARRANO  
State of Florida at Large

My Commission Expires  
My Commission No.:



**ACCEPTANCE OF AGENT FOR SERVICE OF PROCESS DESIGNATED  
IN CERTIFICATE OF LIMITED PARTNERSHIP**

NANCY RYAN, having a business office identical with the registered office of the limited partnership named above, and having been designated as the Registered Agent for service of process in the above and foregoing Certificate is familiar with and accepts the obligations of the position of Registered Agent for service of process under Section 620.105, Florida Statutes.

  
\_\_\_\_\_  
NANCY RYAN, Registered Agent

FILED  
1995 OCT -2 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP  
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra Morfitt  
Secretary of State  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 DEC 22 AM 11:27

300001679873  
-01/05/96--01024--018  
\*\*\*\*208.75 \*\*\*\*208.75

DO NOT WRITE IN THIS SPACE *mtm*

1. Name of Limited Partnership

1a. DOCUMENT #  
A95000001507

Koo Koo Roo Florida 103J LTD.

Mailing Address

10800 BISCAYNE BLVD.  
PENTHOUSE  
MIAMI, FL 33161

Principal Office Address

10800 BISCAYNE BLVD.  
PENTHOUSE  
MIAMI, FL 33161

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in  
FLORIDA 10/02/95

3a. Date of Last Report

-

4. State or Country of Formation

FL

5a. Capital Contributions as Shown  
on Record

\$10,000.

5b. Amount of Capital Contributions in  
FLORIDA to date

\$10,000.

6. FEI Number

APPLIED FOR

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED ☐

8. FEES: 1.) Filing Fee. Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50

2.) Supplemental Fee: \$138.75 (pursuant to section 607.103, F.S.)

THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)

Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.

MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

RYAN, NANCY  
10800 BISCAYNE BLVD.  
PENTHOUSE  
MIAMI, FL 33161

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY  
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)

R.A.C. 103J L.C.

11a. Address of Each General Partner  
(Do NOT Use Post Office Box Numbers)

10800 BISCAYNE BLVD.  
PENTHOUSE

11b. City, State & Zip Code

MIAMI, FL 33161

11c. Registration/  
Document Number

L95000000747

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

*Nancy Ryan*

VICE PRESIDENT, REG. ACQ. POAP.

DATE 12/19/95

Typed or Printed Name of General Partner, Signing Form

NANCY RYAN

MANAGING MEMBER OF

Telephone Number (305) 899-0404

RAC 103J LLC - GENERAL PTL.

CR2E003 (6/95)

AP 00000 1507

**BUCHBINDER & ELEGANT**

PROFESSIONAL ASSOCIATION  
BANKATLANTIC BUILDING - FOURTH FLOOR  
46 SOUTHWEST FIRST STREET  
MIAMI, FLORIDA 33130-1610

HARRIS J. BUCHBINDER  
IRA M. ELEGANT

STEVEN A. COLSKY  
CAROLINA A. ECHARTÉ

TELEPHONE (305) 358-1515  
FAX NO. (305) 358-1515

May 15, 1996

**VIA FEDERAL EXPRESS**  
**OVERNIGHT DELIVERY**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

400001848914  
-06/04/96--01010--003  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Re: Filing of Certificate of Amendment to Certificate of  
Limited Partnership of Koo Koo Roo Florida 103J Ltd.

Dear Sir/Madam:

Enclosed is an original and one copy of "Certificate of  
Amendment to Certificate of Limited Partnership of Koo Koo Roo  
Florida 103J Ltd." and our firm's check in the amount of \$52.50.

Please call the undersigned if you have any questions or need  
any further information concerning the filing of this document.

Very truly yours,

*Steven A. Colsky*  
STEVEN A. COLSKY

SAC/lk  
Encs.

cc: Mitchell D. Aronson

A95-1507

Name	AL528
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	



**CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**KOO KOO ROO FLORIDA 103J LTD.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 28 PM 3:14

KOO KOO ROO FLORIDA 103J LTD. hereby files its "Certificate of Amendment to Certificate of Limited Partnership of KOO KOO ROO FLORIDA 103J LTD." as follows:

1. The name of the limited partnership is: KOO KOO ROO FLORIDA 103J LTD.

2. The date of filing the Certificate of Limited Partnership was October 2, 1995.

3. Article VII of the Certificate of Limited Partnership of Koo Koo Roo Florida 103J Ltd., is hereby amended, corrected and replaced, effective as of October 2, 1995 (the date of formation of said limited partnership), with the following:

**ARTICLE VII - PARTNERSHIP PERCENTAGES**

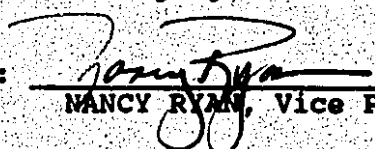
The names and partnership percentages of each partner are as follows:

<u>General Partner</u>	<u>Partnership Percentage</u>
R.A.C. 103J L.C.	1%
<u>Limited Partners</u>	
Koo Koo Roo, Inc.	49.5%
Restaurant Acquisition Corp.	49.5%

EXECUTED this 30<sup>th</sup> day of APRIL, 1996.

R.A.C. 103J L.C., a Florida limited liability company, general partner.

By: Restaurant Acquisition Corp.,  
a managing member

By:   
NANCY RYAN, Vice President

A 95 00000 1507

LAW OFFICES

**BUCHBINDER & ELEGANT**

PROFESSIONAL ASSOCIATION

BANKATLANTIC BUILDING - FOURTH FLOOR

46 SOUTHWEST FIRST STREET

MIAMI, FLORIDA 33130-1610

HARRIS J. BUCHBINDER  
IRA M. ELEGANT

STEVEN A. COLSKY  
CAROLINA A. ECHARTÉ

TELEPHONE (305) 355-1515  
FAX NO. (305) 355-5202

November 13, 1996

**VIA FEDERAL EXPRESS -**  
**OVERNIGHT DELIVERY**

Florida Department of State  
Division of Corporations  
Amendments  
409 East Gaines Street  
Tallahassee, Florida 32399

200002012872--2  
-11/22/96--01088--021  
\*\*\*\*\*157.50 \*\*\*\*\*52.50

Re: Koo Koo Roo Florida 102J, Ltd., a limited partnership;  
Koo Koo Roo Florida 103J, Ltd., a limited partnership;  
Koo Koo Roo Florida 104J, Ltd., a limited partnership.

Dear Sir/Madam:

Enclosed for filing are the following documents and fees necessary to amend the certificates of limited partnership:

1. Original and one copy of Certificates of Amendment  
Certificates of Limited Partnership for the following:

- (a) Certificate of Amendment to Certificate of Limited Partnership of Koo Koo Roo Florida 102J, Ltd.
- (b) Certificate of Amendment to Certificate of Limited Partnership of Koo Koo Roo Florida 103J, Ltd.; and,
- (c) Certificate of Amendment to Certificate of Limited Partnership of Koo Koo Roo Florida 104J, Ltd.

3. Check in the amount of \$157.50 made payable to Florida Department of State, representing the filing fees for the above.

Name Please call the undersigned if you have any questions or need  
Availability any further information concerning the filing of these documents.

Document Examiner	DCC
Updater	DDC
Updater	SAC/lr
Verifier	Enclosures
Acknowledgement	DCC
W. P. Verifier	DCC

Very truly yours,

*Steven A. Colsky*  
STEVEN A. COLSKY

C. TAX  
FILING 52.50  
R. ACCT. FEE  
C. STAMP  
T. STAMP  
H. STAMP  
BALANCE DUE  
REFUND

A 95 00000 1507

**CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**KOO KOO ROO FLORIDA 103J LTD.**

KOO KOO ROO FLORIDA 103J LTD. hereby files this "Certificate of Amendment to Certificate of Limited Partnership of KOO KOO ROO FLORIDA 103J LTD." as follows:

1. The name of the limited partnership is: KOO KOO ROO FLORIDA 103J LTD.

2. The date of filing the Certificate of Limited Partnership was October 2, 1995.

3. Article VII of the Certificate of Limited Partnership of Koo Koo Roo Florida 103J Ltd., is hereby amended, corrected and replaced, effective as of October 2, 1995 (the date of formation of said limited partnership), with the following:

**ARTICLE VII - PARTNERSHIP PERCENTAGES**

The names and partnership percentages of each partner are as follows:

**General Partner**

**Partnership Percentage**

R.A.C. 103J L.C.

1%

**Limited Partners**

RAC/KKR/LP FLORIDA, LTD.

99%

EXECUTED this 4<sup>th</sup> day of November, 1996.

R.A.C. 103J L.C., a Florida limited liability company, general partner.

By: Restaurant Acquisition Corp.,  
a managing member

By: Nancy Ryan  
NANCY RYAN, Vice President