

A96000000176

LAW OFFICES  
BUCHBINDER & ELEGANT  
PROFESSIONAL ASSOCIATION  
BANK ATLANTIC BUILDING - FOURTH FLOOR  
46 SOUTHWEST FIRST STREET  
MIAMI, FLORIDA 33130-1010

FILED  
90 JAN 19 PM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Koo Koo Boo Florida 1043 Ltd. 500001033345  
(Corporation Name) (Document #) -01/19/96--01070--003  
\*\*\*\*157.50 \*\*\*\*157.50
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy *CM*  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

CERTIFICATE OF LIMITED PARTNERSHIP  
OF

KOO KOO ROO FLORIDA 104J LTD.

ARTICLE I - NAME

The name of this limited partnership is:

KOO KOO ROO FLORIDA 104J 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:

R.A.C. 104J 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.

FILED  
96 JAN 19 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI - AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The amount of the capital contribution of the limited 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:

General Partner

Partnership Percentage

R.A.C. 104J L.C.

5%

Limited Partners

Koo Koo Roo, Inc.

47.5%

Restaurant Acquisition Corp.

47.5%

EXECUTED this 12 day of JANUARY, 1996.

R.A.C. 104J L.C., a Florida limited liability company, general partner.

By: Restaurant Acquisition Corp.,  
a managing member

By:

Nancy Ryan  
NANCY RYAN, Vice President

FILED  
JAN 19 PM 1:01  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

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

SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

96 JAN 19 PM 1:01

FILED

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

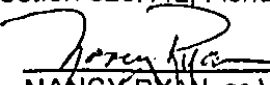
STATE OF FLORIDA)

)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. 104J L.C., the same being the sole general partner of Koo Koo Roo Florida 104J Ltd., a Florida limited liability partnership
3. Affiant makes this Affidavit in compliance with Section 620.108, Florida Statutes (1995), to accompany the filing of Certificate of Limited Partnership of Koo Koo Roo Florida 104J 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 by a Supplemental Affidavit of Capital Contribution filed in accordance with Section 620.112, Florida Statutes (1995).

  
\_\_\_\_\_  
NANCY RYAN, as Vice President of  
Restaurant Acquisition Corp.,  
a Florida corporation, a  
managing member of R.A.C. 104J L.C.,  
the sole general partner of Koo Koo Roo Florida  
104J Ltd., a Florida limited partnership.

The Foregoing Instrument was acknowledged before me, this 12<sup>th</sup> day of January, 1996, by NANCY RYAN, as Vice President of Restaurant Acquisition Corp., a Florida corporation, a managing member of R.A.C. 104J L.C., the sole general partner of Koo Koo Roo Florida 104J Ltd., a Florida limited partnership, and who is personally known to me.

NOTARY PUBLIC

sign 

print MARGARET ANN TRANI

State of Florida at Large

My Commission Expires:

My Commission No.:



MARGARET ANN TRANI  
MY COMMISSION # CC 201390 EXPIRES  
June 13, 1996  
BONDED THRU TROY FAIR INSURANCE, INC

A96000000176

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. ECHANTE

TELEPHONE (305) 350-1515  
 FAX NO. (305) 350-5202

November 13, 1996

VIA FEDERAL EXPRESS -  
OVERNIGHT DELIVERY

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

400002012874--B  
 -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.

Please call the undersigned if you have any questions or need any further information concerning the filing of these documents.	
Document Examiner	DCC
Updater	DCC
Updated by	SAC/lr
Verified	Enclosures
Acknowledged	

Very truly yours,

*Steven A. Colsky*

STEVEN A. COLSKY

C. TAX	
FILING	62.50
R. REG. FEE	
C. CLERK	
TOTAL	
N. LINES	
BALANCE DUE	
REFUND	

A96000000176

CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP

OF

KOO KOO ROO FLORIDA 104J LTD.

KOO KOO ROO FLORIDA 104J LTD. hereby files this "Certificate of Amendment to Certificate of Limited Partnership of KOO KOO ROO FLORIDA 104J LTD." as follows:

1. The name of the limited partnership is: KOO KOO ROO FLORIDA 104J LTD.

2. The date of filing the Certificate of Limited Partnership was January 19, 1996.

3. Article VII of the Certificate of Limited Partnership of Koo Koo Roo Florida 104J Ltd., is hereby amended, corrected and replaced, effective as of January 19, 1996 (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. 104J L.C.	1%
<u>Limited Partners</u>	
RAC/KKR/LP FLORIDA, LTD.	99%

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

R.A.C. 104J L.C., a Florida limited liability company, general partner.

By: Restaurant Acquisition Corp.,  
a managing member

By: Nancy Ryan  
NANCY RYAN, Vice President