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LAW OFFICES  
DUCHBINDER & ALLEGRA  
PROFESSIONAL ASSOCIATION  
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**VIA FEDERAL EXPRESS  
OVERNIGHT DELIVERY**

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

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May 15, 1996

Name	OR 5:28
Availability	
Document Examiner	OR
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Re: Filing of the following:

1. Articles of Organization for RAC/KKR/GP Florida, L.C., a Florida limited liability company.
2. Certificate of Limited Partnership for RAC/KKR/LP Florida, 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 RAC/KKR/GP Florida, 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 RAC/KKR/LP Florida, 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.

Florida Department of State  
May 15, 1996  
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.  
cc: Mitchell D. Aronson

FILED  
MAY 16 PM 4 02  
TALLAHASSEE  
FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP  
OF

RAC/KKR/LP FLORIDA, LTD.

ARTICLE I - NAME

The name of this limited partnership is:

RAC/KKR/LP FLORIDA, 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:

RAC/KKR/GP FLORIDA, 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 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>
RAC/KKR/GP FLORIDA, 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.

RAC/KKR/GP FLORIDA, L.C., a Florida limited liability company, general partner.

By: Restaurant Acquisition Corp.,  
a managing member

By: Nancy Ryan  
NANCY RYAN Vice President

FILED  
66 MAY 16 PM 4 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
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SACRAMENTO

My Commission Expires: 6/13/96  
My Commission No.: 00201344



MARGARET ANN TRANH  
MY COMMISSION # CC 201390 EXPIRES  
June 13, 1996  
POWERED THROUGH TROY TAIN INSURANCE, INC.

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  
SEP 16 PM 4:25  
CLERK OF STATE  
TALLAHASSEE, FLORIDA