

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. GOLDBY
CAROLINA A. ECHART

TELEPHONE (305) 358-1616
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A96000002122

VIA FEDERAL EXPRESS -
OVERNIGHT DELIVERY

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

Re: Koo Koo Roo (filing corporate documents)

Dear Sir/Madam:

00002012877--6
-11/22/96--01088--022
****472.50 ****157.50

Enclosed are original and one copy of documents necessary to form each of the following entities (see instructions below):

Articles of Organization:

1. R.A.C. Florida 105J, L.C., a Florida limited liability company.
2. R.A.C. Florida 106J, L.C., a Florida limited liability company.
3. R.A.C. Florida 107J, L.C., a Florida limited liability company.

Certificates of Limited Partnership:

Name Availability	4.	Koo Koo Roo Florida 105J, Ltd.,	a Florida limited partnership.
Document Examiner	5.	Koo Koo Roo Florida 106J, Ltd.,	a Florida limited partnership.
Updater	6.	Koo Koo Roo Florida 107J, Ltd.,	a Florida limited partnership.

All enclosed documents are being sent by Federal Express - Overnight Delivery and each is to be given the same filing date. Each limited liability company is a general partner of the respective limited partnership and therefore the limited liability companies must be filed first.

C. TAX 105.00
FILING
BALANCE DUE
REFUND

TC
\$10,000.00

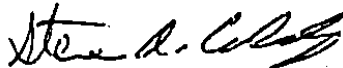
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Also included are check numbers 11031 and 11032, totalling \$ 1,485.00, made payable to Florida Department of State, representing the filing fees, applicable charges for registered agent designation and certified copies.

Please contact the undersigned immediately if there is any problem complying with these instructions.

Very truly yours,


STEVEN A. COLSKY

SAC:lr
Enclosures
cc: Mitchell Aronson (without enclosures)

CERTIFICATE OF LIMITED PARTNERSHIP

OF

KOO KOO ROO FLORIDA 105J LTD.

ARTICLE I - NAME

The name of this limited partnership is:

KOO KOO ROO FLORIDA 105J 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:

L96000001215
R.A.C. 105J 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

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SECRET
TALLAHASSEE, FLORIDA

in the Affidavit of Capital Contributions accompanying this Certificate of Limited Partnership.

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. 105J L.C.	1%
<u>Limited Partners</u>	
RAC/KKR/LP FLORIDA, LTD.	99%

EXECUTED this 4th day of November, 1996

R.A.C. 105J L.C., a Florida limited liability company, general partner

By: Restaurant Acquisition Corp.,
a managing member

By: 
NANCY RYAN, Vice President

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TALLAHASSEE
STATE

STATE OF FLORIDA)) ss.
COUNTY OF DADE)

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

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 1050 Ltd. with the Secretary of State of Florida. Affiant knows the conditions hereof by her own personal knowledge.

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).

The Foregoing Instrument was acknowledged before me, this 4th day of NOVEMBER, 1996, by NANCY RYAN, as Vice President of Restaurant Acquisition Corp., a Florida corporation, a managing member of R.A.C. 105J L.C., the sole general partner of Koo Koo Roo Florida 105J Ltd., a Florida limited partnership, and who is personally known to me.

sign Margaret Ann Travis
print MARGARET ANN TRAVIS
State of Florida at Large
My Commission Expires: June 13, 2000
My Commission No.:



MARGARET ANN TRAN
COMMISSION # CC 850032
EXPIRES JUN 18, 2000
BONDED THRU
ATLANTIC BONDING CO., 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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA