

LAW OFFICES  
**BUCHBINDER & ELEGANT**  
 PROFESSIONAL ASSOCIATION  
 BANK ATLANTIC BUILDING - FOURTH FLOOR  
 46 SOUTHWEST FIRST STREET  
 MIAMI, FLORIDA 33130-1810

HARRIS J. BUCHBINDER  
 IRA M. ELEGANT

STEVEN A. COLSKY  
 CAROLINA A. ECHARTÉ

TELEPHONE (305) 358-1818  
 FAX NO. (305) 358-8202

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**VIA FEDERAL EXPRESS -  
 OVERNIGHT DELIVERY**

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

200002012882--1  
 -11/22/96--01088--022  
 \*\*\*\*\*472.50 \*\*\*\*\*157.50

**Re: Koo Koo Roo (filing corporate documents)**

Dear Sir/Madam:

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.
Updater	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.
Verifier	
Acknowledgment	
W. P. Verifier	

C. TAX \_\_\_\_\_  
 FILING FEE \$105.00  
 R. AGENT FEE \_\_\_\_\_  
 52.50  
 REFUND \_\_\_\_\_

TC  
 \$10,000.00

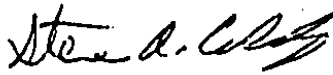
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Florida Department of State  
Division of Corporations  
New Filing Section  
Page 2

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 106J LTD.**

**ARTICLE I - NAME**

The name of this limited partnership is:

KOO KOO ROO FLORIDA 106J 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:

*L96000001216*  
R.A.C. 106J 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  
STATE  
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. 106J 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. 106J L.C., a Florida limited liability company, general partner

By: Restaurant Acquisition Corp.  
a managing member

By: Nancy Ryan  
NANCY RYAN, Vice President

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TALLAHASSEE, FLORIDA  
SECRET

**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. 106J L.C., the same being the sole general partner of Koo  
Koo Roo Florida 106J 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 106J Ltd.  
with the Secretary of State of Florida. Affiant knows the  
conditions hereof by her own personal knowledge.

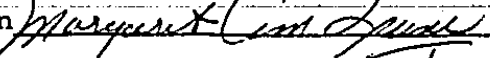
4. The total amount of the capital contributions by the  
limited partners is Ten Thousand Dollars (\$10,000.00).

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. 106J L.C., the sole  
general partner of Koo Koo Roo  
Florida 106J Ltd., a Florida limited  
partnership.

The Foregoing Instrument was acknowledged before me, this 4<sup>th</sup>  
day of November, 1996, by NANCY RYAN, as Vice President of  
Restaurant Acquisition Corp., a Florida corporation, a managing  
member of R.A.C. 106J L.C., the sole general partner of Koo Koo Roo  
Florida 106J Ltd., a Florida limited partnership, and who is  
personally known to me.

NOTARY PUBLIC

sign   
print MARGARET ANN TRAN  
State of Florida at Large  
My Commission Expires: June 13, 2000  
My Commission No.: 550032



MARGARET ANN TRAN  
COMMISSION # CC 550032  
EXPIRES JUN 13, 2000  
BONDED TO  
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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TALLAHASSEE, FLORIDA