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LAW OFFICES

BUCHBINDER & ELEGANT

PROFESSIONAL ASSOCIATION

BANK ATLANTIC BUILDING - FOURTH FLOOR

40 SOUTHWEST FIRST STREET

MIAMI, FLORIDA 33130-1610

HARRIS J. BUCHBINDER
INA M. ELEGANT

STEVEN A. COLSKY
CAROLINA A. ECHARTE

TELEPHONE (305) 358-1515
FAX NO. (305) 358-5202

September 26, 1995

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-10/11/95--01081--024
****337.50 ****337.50

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

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:

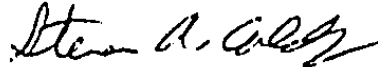
1. Original and one copy of Certificate of Limited Partnership, Acceptance of Registered Agent Designated in Certificate of Limited Partnership and Affidavit of Capital Contributions.

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.

ARTICLES OF ORGANIZATION
OF

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

The undersigned does hereby execute, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of the limited liability company shall be:

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

ARTICLE II - DURATION

The period of duration shall be perpetual.

ARTICLE III - ADDRESS

The mailing address and street address of the principal office of the limited liability company shall be:

10800 Biscayne Boulevard - Penthouse

Miami, Florida 33161

ARTICLE IV - REGISTERED AGENT

The name and street address of the initial registered agent of the limited liability company is:

NANCY RYAN

10800 Biscayne Boulevard - Penthouse

Miami, Florida 33161

ARTICLE V - ADDITIONAL MEMBERS

The members of the limited liability company do not have the right to admit additional members unless these Articles are amended.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining members of the limited liability company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member.

ARTICLE VII - MANAGEMENT

The management of the limited liability company is reserved to the members. The name and addresses of the initial managing members are:

Koo Koo Roo, Inc.
11075 Santa Monica Blvd.
Suite 225
Los Angeles, CA 90025

Restaurant Acquisition Corp.
10800 Biscayne Boulevard - Penthouse
North Miami, Florida 33161

Mel Harris
10800 Biscayne Boulevard - Penthouse
North Miami, Florida 33161

ARTICLE VIII - OWNERSHIP INTEREST

The names of all members of the limited liability company and their respective percentage of equity interest is as follows:

<u>Name</u>	<u>Percentage</u>
Koo Koo Roo, Inc.	50%
Restaurant Acquisition Corp.	49%
Mel Harris	1%

IN WITNESS WHEREOF, the undersigned, being a managing member of the above named limited liability company, for the purpose of forming a limited liability company to do business both within and without the State of Florida, under the laws of Florida, does make


and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Organization this 13th day of September, 1995.

Restaurant Acquisition Corp.,
a Florida Corporation

By: Nancy Ryan
NANCY RYAN, Vice President

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION

NANCY RYAN, having a business office identical with the registered office of the limited liability company named above, and having been designated as the Registered Agent in the above and foregoing Articles is familiar with and accepts the obligations of the position of Registered Agent under Section 608.407, Florida Statutes.



NANCY RYAN Registered Agent

AFFIDAVIT OF CONTRIBUTIONS
(FOR LIMITED LIABILITY COMPANY)

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.

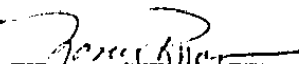
2. Affiant knows the conditions herein by her own personal
knowledge.

3. She is Vice-President of Restaurant Acquisition Corp.,
a Florida corporation, a managing member of R.A.C. 103J L.C., a
Florida limited liability company.

4. Affiant makes this Affidavit in compliance with Section
608.407(2), Florida Statutes (1993), to accompany the filing of
Articles of Organization of R.A.C. 103J L.C. with the Secretary of
state of Florida. R.A.C. 103J L.C. has at least two members.

5. The amount of the cash contributed by the members is
\$500.00.

6. The amount anticipated to be contributed by the members
is \$0.00, unless otherwise provided by a supplemental affidavit of
contribution filed in accordance with Section 608.412, Florida
statutes (1993).



NANCY RYAN Vice President of
Restaurant Acquisition Corp.,
a Florida corporation, a
managing member of R.A.C. 103J L.C.

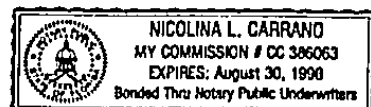
The Foregoing Instrument was acknowledged before me, this 13th
day of SEPTEMBER, 1995, by NANCY RYAN, who is the Vice
President of Restaurant Acquisition Corp., a Florida corporation,
a managing member of R.A.C. 103J L.C., and who is personally known
to me.

NOTARY PUBLIC

sign 

print NICOLINA L. CARRANO
State of Florida at Large

My Commission Expires:
My Commission No.:



2nd NOTICE:

Limited Liability Company Will Be Dissolved On Or
After August 21, 1996. If Dissolved, Minimum Amount
Due To Reinstatement: \$738.75

APPROVED
AND
FILED

1996 JUN 10 AM 11:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra D. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILING FEE \$263.75 Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address
of Limited Liability Company

DOCUMENT #L95000000747

R.A.C. 103J L.C.
10800 BISCAYNE BLVD. - PENTHOUSE
MIAMI FL 33161

1a. Principal Place of Business Address

10800 BISCAYNE BLVD. - PENTHO
MIAMI FL 33161

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified		3a. State of Formation	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		10/02/1995		FL	
City & State		City & State		4. FET Number		<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
Zip	Country	Zip	Country	5. Date of Last Report		6. Certificate of Status Desired	
						<input type="checkbox"/> \$2.75 Additional Fee Required	

7. Name and Address of Current Registered Agent

RYAN; NANCY
10800 BISCAYNE BLVD. - PENTHOUSE
MIAMI FL 33161

8. Name and Address of New Registered Agent

Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City
FL Zip Code

9. Pursuant to the provisions of Sections 608.410 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE

DATE

(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Member/Managers	Business Street Address	City, State and Zip Code
MGRM	KOO KOO ROO, INC.	11075 SANTA MONICA BLVD.,	LOS ANGELES CA
MGRM	RESTAURANT ACQUISITI,	10800 BISCAYNE BLVD. - PEN	MIAMI FL
MGRM	HARRIS, MEL	10800 BISCAYNE BLVD. - PEN	MIAMI FL

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****263.75 ****263.75

6/12/96

11. 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 further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:

Nancy Ryan

NANCY RYAN

6/5/96

(305) 899-0404