

29600000572

LAW OFFICES

BUCHBINDER & ELEGANT

PROFESSIONAL ASSOCIATION

BANK ATLANTIC BUILDING • FOURTH FLOOR

40 SOUTHWEST FIRST STREET

MIAMI, FLORIDA 33130-1610

HARRIS J. BUCHBINDER
IRA M. ELEGANT

STEVEN A. GOLDBY
CAROLINA A. ECHANTE

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

May 15, 1996

VIA FEDERAL EXPRESS
OVERNIGHT DELIVERY

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

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.

D. BROWN MAY 22 1996

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

ARTICLES OF ORGANIZATION

OF

RAC/KKR/GP FLORIDA, L.C.

FILED
96 MAY 16 PM 4:04
RECEIVED
MILWAUKEE, FLORIDA

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 - NAME

The name of the limited liability company shall be:

RAC/KKR/GP FLORIDA, L.C.

ARTICLE II - DURATION

The period of duration shall be until the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of the member in a limited liability company, except if the remaining members elect to continue as provided in Article VI hereof.

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 may admit members by unanimous written consent of all the members.

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 or the occurrence of any other event which terminates the continued membership of a member in a limited liability company.

ARTICLE VII - MANAGEMENT

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

Koo Koo Roo, Inc. 413-2655
11075 Santa Monica Boulevard
Suite 225
Los Angeles, California 90025

Restaurant Acquisition Corp. 793-0051
10800 Biscayne Boulevard - Penthouse
Miami, Florida 33161

Mel Harris
10800 Biscayne Boulevard - Penthouse
Miami, Florida 33161

ARTICLE VIII - OWNERSHIP INTEREST

The names of all members of the limited liability company and their respective percentages of equity interest are:

<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 30th day of April, 1996.

RESTAURANT ACQUISITION CORP.,
a Florida corporation

By: _____

NANCY REAN, Vice President

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:

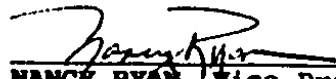
1. Her name is NANCY RYAN. She is over the age of eighteen (18) years and makes this affidavit upon her own personal knowledge and for the purposes set forth herein.

2. She is Vice-President of RESTAURANT ACQUISITION CORP., a Florida corporation, a managing member of RAC/KKR/GP FLORIDA, L.C., a Florida limited liability company.

3. Affiant makes this Affidavit in compliance with Section 608.407(2), Florida Statutes, to accompany the filing of Articles of Organization of RAC/KKR/GP FLORIDA, L.C., with the Department of State of Florida. RAC/KKR/GP FLORIDA, L.C. has at least two members.

4. The amount of the cash contributed by the members is Five Hundred (\$500.00) Dollars.

5. The amount of cash and the agreed value of property other than cash anticipated to be contributed by the members is \$0.00, unless otherwise provided by a supplemental affidavit of capital contributions filed in accordance with Section 608.412, Florida Statutes.



NANCY RYAN, Vice President of
Restaurant Acquisition Corp., a
Florida corporation, a managing
member of RAC/KKR/GP FLORIDA, L.C.

The foregoing instrument was acknowledged before me this 30th day of April, 1996 by NANCY RYAN, who is the Vice President of Restaurant Acquisition Corp., a Florida corporation, a managing member of RAC/KKR/GP FLORIDA, L.C., and who is personally known to me.

Margaret Ann Tran
Notary Public
State of Florida at Large
MARGARET ANN TRAN
(Print or Type Name of Notary)



MARGARET ANN TRAN
MY COMMISSION # CC 201390 EXPIRES
June 13, 1996
BONDED THRU TROY FARM INSURANCE, INC.

My commission expires:

6/13/96

My commission number:

CC 201390

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

FILED
96 MAY 16 PM 4:04
TALLAHASSEE, FLORIDA

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