
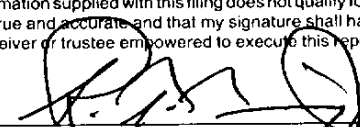


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 99 APR 28 AM 8:26	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company DOCUMENT # L9600000572 RAC/KKR/GP FLORIDA, L.C. 10800 BISCAYNE BOULEVARD - PENTHOUSE MIAMI FL 33161		1a. Principal Place of Business Address 10800 BISCAYNE BOULEVARD - P MIAMI FL 33161			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address 2701 Alton Pkwy Suite, Apt. #, etc. Corp Tax Dept. City & State Irvine, CA Zip Country 92606 USA		3. Date Organized or Qualified 05/16/1996 3a. State of Formation FL 4. FEI Number 65-0752680 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 5. Date of Last Report 05/05/1998 6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent RYAN, NANCY 10800 BISCAYNE BOULEVARD - PENTHOUSE MIAMI FL 33161 02-18-99P01:58 RCVD		8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 500002870329 - - 7 Suite, Apt. #, etc. 05/11/99 - 01005 - 015 ****188.75 ****188.75 City Zip Code FL			
9. Pursuant to the provisions of Sections 608.416 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 _____			
<small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when re-stating)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MEM	KOO KOO ROO, INC.	2701 Alton Pkwy		Irvine, CA 92606	
MEM	RESTAURANT ACQUISITI,	11075 SANTA MONICA BLVD.,		LOS ANGELES CA	
MEM	HARRIS, MEL	10800 BISCAYNE BOULEVARD		MIAMI FL 33161	
		10800 BISCAYNE BOULEVARD		MIAMI FL 33161	
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (i), 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: 		Robert T. Trebing, Jr. VP of Kookoo Roo, Inc.		4/23/99 (949) 757-7800	
<small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>					