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LAW OFFICES
BUCHBINDER & ELEGANT
PROFESSIONAL ASSOCIATION
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MIAMI, FLORIDA 33130-1610

HARRIS J. BUCHBINDER*
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CAROLINA A. ECHARTE
KEVIN MARKOW

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August 8, 1997

*ALSO ADMITTED IN COLORADO

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:

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 108J, L.C., a Florida limited liability company.
2. R.A.C. Florida 109J, L.C., a Florida limited liability company.
3. R.A.C. Florida 110J, L.C., a Florida limited liability company.

Certificates of Limited Partnership:

4. Koo Koo Roo Florida 108J, Ltd., a Florida limited partnership.
5. Koo Koo Roo Florida 109J, Ltd., a Florida limited partnership.
6. Koo Koo Roo Florida 110J, 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.

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97 AUG 11 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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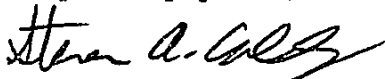
B. REGISTERED 'AUG 13 1997

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Also included are check numbers 12259 and 12260, 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)

ARTICLES OF ORGANIZATION
OF

R.A.C. 108J 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. 108J 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

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TALLAHASSEE, FLORIDA

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 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 6th day of AUGUST, 1997.

Restaurant Acquisition Corp.,
a Florida Corporation

By:


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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 R.A.C. 108J L.C., a Florida limited liability company.

3. Affiant makes this Affidavit in compliance with Section 608.407(2), Florida Statutes (1995), to accompany the filing of Articles of Organization of R.A.C. 108J L.C. with the Secretary of state of Florida. R.A.C. 108J L.C. has at least two members.

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

5. 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 (1995).

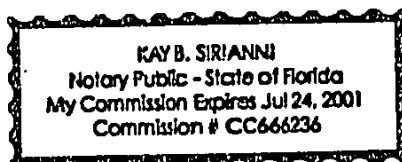

NANCY RYAN, as Vice President of
Restaurant Acquisition Corp.,
a Florida corporation, a
managing member of R.A.C. 108J L.C.

The Foregoing Instrument was acknowledged before me, this 6th day of AUGUST, 1997, by NANCY RYAN, as Vice President of Restaurant Acquisition Corp., a Florida corporation, a managing member of R.A.C. 108J L.C., and who is personally known to me.

NOTARY PUBLIC

sign Kay B. Swann
print Kay B. Swann
State of Florida at Large

My Commission Expires:
My Commission No.:



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CLERK OF STATE
TALLAHASSEE, FLORIDA