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VIN FEDERAL EXPRESS - OVERNIGHT DELIVERY

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

Attn: Tammy Kline

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Availability

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Examiner

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Color Me Mine (filing corporate documents) 65/28/28/28-11039--019

Dear Sir/Madam:

Enclosed are original and one copy of documents necessary to form each of the following entities (see instructions below):

- 1. Ceranic Acquisition Corp., a Florida corporation.
- 2. Color Me Mine CAC/KKR, L.C., a Florida limited liability company.
- 3. <u>Color Me Mine JD/CAC/KKR, Ltd.</u>, a Florida limited partnership.
- 4. <u>CMM Florida 102J, L.C.</u>, a Florida limited liability company.
- 5. <u>CMM Florida 103J, L.C.</u>, a Florida limited liability company.
- 6. <u>Color Me Mine Florida 102J, Ltd.</u>, a Florida limited partnership.
- 7. <u>Color Me Mine Florida 103J, Ltd.</u>, a Florida limited partnership.

Also included are check numbers 10286, 10287 and 10288, totalling \$1,607.50, made payable to Florida Department of State, representing the filing fees, applicable charges for registered agent designation and certified copies.

Filar La Leger, University of Chatter June 1987, 1999; Professor

All enclosed documents are being sent by Federal Express - overnight Delivery and each in to be given the same filing data (i.e. June 25, 1996).

In addition, the documents must be filed in the order set forth above (1 through 7), since Coramic Acquisition is a member of the limited liability companies, which are general partners of the respective limited partnerships.

Please contact the undersigned immediately if there is any problem complying with these instructions.

Very truly yours,

STEVEN A. COLSKY

SAC/IR

Encs.

cc: Mitchell Aronson (without enclosures)

# CERTIFICATE OF LIMITED PARTNERSHIP OF COLOR ME MINE FLORIDA 103J, LTD.

ARTICLE I - NAME

The name of this limited partnership is:

COLOR ME MINE FLORIDA 103J, 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:

LGGOCCOCCAL

CMM Florida 1037, 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 in the Affidavit of Capital Contributions attached hereto and made a part hereof as Exhibit "A".

#### ARTICLE VII - PARTHERUHIP PERCENTAGES

The names and partnership percentages of each partner is as follows:

General\_Partner

Partnership Percentage

CMM Florida 103J, L.C.

18

Limited Partners

Color Me Mine JD/CAC/KKR, Ltd.

99%

EXECUTED this  $24^{\circ}$  day of  $\sqrt{\text{Toke}}$  , 1996.

CMM Florida 103J, L.C., a Florida limited liability company, general partner

By: Ceramic Acquisition Corp.,

a managing member

### ACCEPTANCE OF AGENT FOR BERYICE 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 Cortificate is familiar with and accepts the obligations of the position of Registered Agent for service of process under Section 620.105, Florida Statues.

NANCY RYAN Registered Agent

CARCELLANCE STATE

## AFFIDAVIA OF CAPITAL CONTRIBUTIONS (FOR LIMITED PARTNERSHIP)

STATE OF LLORIDAY

) 40.

COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared MANCY RYAN, who deposes and says:

- 1. Her name is NANCY RYAN and she is over the age of off eighteen (18) years.
- 2. She is Vice-President of Coramic Acquisition Corp., a Florida corporation, which corporation is a managing member of CMM Florida 103J, L.C., the same being the sole general partner of Color Me Mine Florida 103J, Ltd., a Florida limited 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 Color Me Mine Florida 103J, Ltd. with the Secretary of State of Florida. Affiant knows the conditions hereof by her owl 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 Ceramic Acquisition Corp., a Florida corporation, a managing member of CMM Florida 103J, L.C., the sole general partner of Color Me Mine Florida 103J, Ltd., a Florida limited partnership

The Foregoing Instrument was acknowledged before me, this  $2\frac{1}{2}$  day of 300, 1996, by NANCY RYAN, as Vice President of Ceramic Acquisition Corp., a Florida corporation, a managing member of CMM Florida 103J, L.C., the sole general partner of Color Me Mine Florida 103J, Ltd., a Florida limited partnership, and who is personally known to me.

EXHIBIT