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BUCHBINDER & ELEGANT
PROFESSIONAL ASSOCIATION
BANK ATLANTIC BUILDING - FOURTH FLOOR
46 SOUTHWEST FIRST STREET
MIAMI, FLORIDA 33130-1610

HARRIS J. BUCHBINDER
IRA M. ELEGANT

STEVEN A. COLSKY
CAROLINA A. ECHARTÉ

August 5, 1996

FILED

96 AUG -6 PM 1:02

TELEPHONE: (305) 368-1518
FAX NO. (305) 368-6203
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

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

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Re: Filing of the following:

1. Articles of Organization of CMM Florida 105J, L.C., a Florida limited liability company.
2. Certificate of Limited Partnership of Color Me Mine Florida 105J, 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. The enclosed documents are being sent by Federal Express and each is to be given the same filing date. In addition, 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 CMM Florida 105J, L.C., a Florida limited liability company, enclosed are the following:

1. Original and one copy of Articles or Organization, Acceptance of Registered Agent Designated in Articles of Organization and Affidavit of Contributions.

2. Check in 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.

Name	KWM
Availability	As to
Document Examiner	KWM
Updater	KWM
Updater Verityer	KWM
Acknowledgment	KWM
W. P. Verityer	KWM

As to Color Me Mine Florida 105J, Ltd., a Florida limited partnership, enclosed are 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.

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Florida Department of State
New Filing Section
Re: CMM Florida 105J/Color Me Mine Florida 105J
July 24, 1996
Page 2 of 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/lr
Enclosures

**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

COLOR ME MINE FLORIDA 105J, LTD

FILED

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ARTICLE I - NAME

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The name of this limited partnership is:

COLOR ME MINE FLORIDA 105J, 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:

**CMM Florida 105J, L.C., -L96000000848
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 - PARTNERSHIP PERCENTAGES

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

<u>General Partner</u>	<u>Partnership Percentage</u>
CMM Florida 105J, L.C.	1%
<u>Limited Partner</u>	
Color Me Mine JD/CAC/KKR, Ltd.	99%

EXECUTED this 15 day of AUGUST, 1996.

CMM Florida 105J, L.C., a Florida
limited liability company, general
partner

By: Ceramic Acquisition Corp.,
a managing member

By: 
NANCY RYAN, Vice President

STATE OF FLORIDA)) ss.
COUNTY OF DADE)

MARGARET ANN TRAM
COMMISSION # OC 88038
EXPIRES JUN 18, 2000
BONDED WITH
ATLANTIC BONDING CO., INC.

**ACCEPTANCE OF AGENT FOR SERVICE 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 Certificate is familiar with and accepts the obligations of the position of Registered Agent for service of process under Section 620.105, Florida Statutes.



NANCY RYAN, Registered Agent