# A91,0001507

#### BUCHBINDER & ELEGANT

PROFESSIONAL ASSOCIATION BANKATLANTIC BUILDING . FOURTH FLOOR 46 SOUTHWEST FIRST STREET

MIAMI, FLORIDA 33130-1610

HARRIS J. BUCHBINDER IRA M. ELEGANT

STEVEN A. COLSKY CAROLINA A. ECHARTE

August 5, 1996

FILED

96 AUG -6 PH 1: 02

TELEPHONESIS CONTRACTOR STATE PAX NO. (BOB) LIES 46202 . FLORIUM

#### VIA FEDERAL EXPRESS

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

500001920285 -08/07/96--01005---UO300 \*\*\*\*157.50

-08/07/96--01005--003 \*\*\*\*157.50 \*\*\*\*157.50

#### Re: Filing of the following:

- Articles of Organization of CMM Florida 105J, L.C., a Florida limited liability company.
- Certificate of Limited Partnership of Color Me Mine Florida 105J, Ltd., a Florida limited partnership.

Dear Sir/Madam:

KIM

W. P. Vendyer

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 CHN Plorida 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 in Articles of Organization and Affidavit of Contributions.
- 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 Availability... As to Color He Mine Plorida 105J, Ltd., a Florida limited Document partnership, enclosed are the following: KWM | Original and one copy of Certificate of Limited in Examiner Acceptance of Registered Agent Designated Partnership, Updater | Certificate of Limited Partnership and Affidavit of Capital Updater Contributions. KWM Verityer Acknowled, emant K. All

Florida Department of State New Filing Section Ra: 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

## COLOR ME MINE PLORIDA 105J, LTD96 AUG -6 PH 1:02

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 Hiami, Florida 33161

#### ARTICLE III - NAME AND ADDRESS OF AGENT FOR PROCESS

The name and street address of the agent for service of process is:

Mancy Ryan 10800 Biscayne Boulevard - Penthouse Miami, Florida 33161

#### ARTICLE IV - MAME AND ADDRESS OF GENERAL PARTNER

The name and address of the general partner is:

CMM Florida 105J, L.C., L9600000848 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:

General Partner

Partnership Percentage

CMM Florida 105J, L.C.

1%

Limited Partner

Color Me Mine JD/CAC/KKR, Ltd.

998

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

By: Ceramic Acquisition Corp., a managing member

Bv:

MANCY RYAN, Vice President

### AFFIDAVIT OF CAPITAL CONTRIBUTIONS (FOR LINITED PARTMERSHIP)

STATE OF FLORIDA)

COUNTY OF DADE )

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

- 1. Her name is NANCY RYAN and she is over the age of eighteen (18) years.
- 2. She is Vice-President of Ceramic Acquisition Corp., a Florida corporation, which corporation is a managing member of CMM Florida 105J, L.C., the same being the sole general partner of Color Me Mine Florida 105J, 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 105J, Ltd. with the Secretary of State of Florida. Affiant knows the conditions hereof by her own 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).

NANCE RYAN, as Vice President of Ceramic Acquisition Corp., a Florida corporation, a managing member of CMM Florida 105J, L.C., the sole general partner of Color Me Mine Florida 105J, Ltd., a Florida limited partnership

The Foregoing Instrument was acknowledged before me, this day of how , 1996, by NANCY RYAN, as Vice President of Ceramic Acquisition Corp., a Florida corporation, a managing member of CMM Florida 105J, L.C., the sole general partner of Color Me Mine Florida 105J, Ltd., a Florida limited partnership, and who is personally known to me.

NOTARY PUBLIC

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State of Florida at Large

My Commission Expires:

My Commission No.:

## 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 Statues.

NANCY RANN, Registered Agent