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LAW OFFICES
BUCHBINDER & ELEGANT
 PROFESSIONAL ASSOCIATION
 BANK ATLANTIC BUILDING - FOURTH FLOOR
 40 SOUTHWEST FIRST STREET
 MIAMI, FLORIDA 33130-1810

HARRIS J. BUCHBINDER
 IRA M. ELEGANT

STEVEN A. COLSKY
 CAROLINA A. ECHARTÉ

TELEPHONE (305) 358-1818
 FAX NO. (305) 358-5202

November 13, 1996

VIA FEDERAL EXPRESS -
OVERNIGHT DELIVERY

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 -11/22/96--01088--023
 ****630.00 ****157.50

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

Re: Color Me Mine (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 (Limited Liability Companies):

1. **CMM Florida 107J, L.C.**, a Florida limited liability company.
2. **CMM Florida 108J, L.C.**, a Florida limited liability company.
3. **CMM Florida 109J, L.C.**, a Florida limited liability company.
4. **CMM Florida 110J, L.C.**, a Florida limited liability company.

FILED
 NOV 15 1996
 TALLAHASSEE, FLORIDA
 CLERK OF COURT

Certificates of Limited Partnership:

Name	Availability	5.	Color Me Mine Florida 107J, Ltd.,	a Florida limited partnership.
Document Examiner	DCC	6.	Color Me Mine Florida 108J, Ltd.,	a Florida limited partnership.
Updater	DCC	7.	Color Me Mine Florida 109J, Ltd.,	a Florida limited partnership.
Updater Verifier	DCC	8.	Color Me Mine Florida 110J, Ltd.,	a Florida limited partnership.
Acknowledgment	DCC			
W. P. Veriver	DCC			

C. TAX _____
 FILING _____
 a. Florida limited _____
 C. L.P. _____
 a. Florida limited _____
 N. BANK _____
 BALANCE DUE _____
 a. Florida limited _____

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 \$10,000.00

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Florida Department of State
Division of Corporations
New Filing Section
Page 2

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.

Also included are check numbers 11029 and 11030, totalling \$1,980.00, 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)

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
COLOR ME MINE FLORIDA 107J, LTD.**

ARTICLE I - NAME

The name of this limited partnership is:

COLOR ME MINE FLORIDA 107J, 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 107J, 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 accompanying this Certificate of Limited Partnership.

FILED
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CLERK OF DISTRICT COURT
MIAMI, FLORIDA

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 107J, L.C.	1%
<u>Limited Partners</u>	
Color Me Mine JD/CAC/KKR, Ltd.	99%

EXECUTED this 4th day of NOVEMBER, 1996.

CMM FLORIDA 107J, L.C., a
Florida limited liability company,
general partner

By: Ceramic Acquisition Corp.,
a managing member

By: Nancy Ryan
NANCY RYAN, Vice President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS
(FOR LIMITED PARTNERSHIP)

STATE OF FLORIDA)

COUNTY OF DADE) ss.
)

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 knows the conditions herein by her own personal knowledge.

2. She is Vice-President of Ceramic Acquisition Corp., a Florida corporation, which corporation is a managing member of CMM FLORIDA 107J, L.C., the same being the sole general partner of Color Me Mine Florida 107J, 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 107J, LTD. with the Secretary of State of Florida.

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, Vice President of Ceramic Acquisition Corp., a Florida corporation, a managing member of CMM FLORIDA 107J, L.C., the sole general partner of Color Me Mine Florida 107J, LTD., a Florida limited partnership.

The Foregoing Instrument was acknowledged before me, this 4th day of November, 1996, by NANCY RYAN, who is the Vice President of Ceramic Acquisition Corp., a Florida corporation, a managing member of CMM FLORIDA 107J, L.C., the sole general partner of Color Me Mine Florida 107J, LTD., a Florida limited partnership, and who is personally known to me.

NOTARY PUBLIC

sign 



MARGARET ANN TRANI
COMMISSION # CC 88008
EXPIRES JUN 13, 2000

BONDED THRU
ATLANTIC BONDING CO., INC.

print MARGARET ANN TRANI
State of Florida at Large

My Commission Expires: June 13, 2000
My Commission No. 550032

**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

FILED
96 NOV 15 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA