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BUCHBINDER & ELEGANT

PROFESSIONAL ASSOCIATION
BANK ATLANTIC BUILDING - FOURTH FLOOR
40 SOUTHWEST FIRST STREET
MIAMI, FLORIDA 33130-1010

HARRIS J. BUCHBINDER
IRA M. ELEGANT

STEVEN A. COLSKY
CAROLINA A. ECHARTÉ

TELEPHONE (305) 355-1515
FAX NO. (305) 355-5202

June 25, 1996

VIA FEDERAL EXPRESS -
OVERNIGHT DELIVERY

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

Attn: Tammy Kline

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):

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

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1012.50
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DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

Florida Department of State
June 25, 1996
Page 2

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

In addition, the documents must be filed in the order set forth above (1 through 7), since Ceramic 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/lk
Encs.

cc: Mitchell Aronson (without enclosures)

ARTICLES OF ORGANIZATION

OF

COLOR ME MINE CAC/KKR, 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 - NAME

The name of the limited liability company shall be:

COLOR ME MINE CAC/KKR, 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**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 25 PM 1:08

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

Ceramic Acquisition Corp.
10800 Biscayne Boulevard - Penthouse
North Miami, Florida 33161

Mel Harris
10800 Biscayne Boulevard - Penthouse
North Miami, Florida 33161

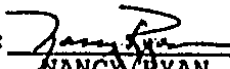
ARTICLE VIII - OWNERSHIP INTEREST

The names of all members of the limited liability company and their respective percentages of equity interest are:

<u>Name</u>	<u>Percentage</u>
Koo Koo Roo, Inc.	50%
Ceramic 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 21st day of JUNE, 1996.

Ceramic 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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DIVISION OF CORPORATIONS
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96 JUL 25 10:08
96 JUL 25 10:08

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

2. She is Vice-President of Ceramic Acquisition Corp., a Florida corporation, a managing member of Color Me Mine CAC/KKR, L.C., a Florida limited liability company.

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


NANCY RYAN, Vice President of
Ceramic Acquisition Corp., a
Florida corporation, a managing
member of Color Me Mine CAC/KKR, L.C.

NOTARY PUBLIC

My Commission Expires:
My Commission No.:



MARGARET ANN TRANH
COMMISSION # CC 550032
EXPIRES JUN 13, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

L96000000689

LAW OFFICES
BUCHBINDER & ELEGANT
PROFESSIONAL ASSOCIATION
BANK ATLANTIC BUILDING • FOURTH FLOOR
40 SOUTHWEST FIRST STREET
MIAMI, FLORIDA 33130-1010

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) **300001926273**
-08/20/96--01069--013
*****262.50 *****52.50
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
55 AUG 19 PM 1:41
TALLAHASSEE, FLORIDA

Managing Member does not
have to be qualified,
per Doris McDuffie

CERTIFICATE OF AMENDMENT TO
ARTICLES OF ORGANIZATION

OF

COLOR ME MINE CAC/KKR, L.C.

COLOR ME MINE CAC/KKR, L.C. hereby files its "Certificate of Amendment to Articles of Organization of COLOR ME MINE CAC/KKR, L.C." as follows:

1. The name of the limited liability company is: COLOR ME MINE CAC/KKR, L.C.
2. The date of filing the Articles of Organization was June 25, 1996.
3. Article VII and Article VIII of the Articles of Organization of COLOR ME MINE CAC/KKR, L.C., are hereby amended, corrected and replaced, effective as of June 25, 1996 (the date of filing of said limited liability company), with the following:

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:

Color Me Mine, Inc.
11075 Santa Monica Blvd.
Suite 225
Los Angeles, CA 90025

Ceramic Acquisition Corp.
10800 Biscayne Boulevard - Penthouse
North Miami, Florida 33161

Mel Harris
10800 Biscayne Boulevard - Penthouse
North Miami, Florida 33161

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

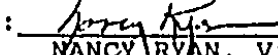
ARTICLE VIII - OWNERSHIP INTEREST

The names of all members of the limited liability company and their respective percentages of equity interest are:

<u>Name</u>	<u>Percentage</u>
Color Me Mine, Inc.	50%
Ceramic Acquisition Corp.	49%
Mel Harris	1%

EXECUTED this 12th day of August, 1996.

Ceramic Acquisition Corp.,
a Florida Corporation, a managing
member

By: 
NANCY RYAN, Vice President