

L96000000690

LAW OFFICES

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) 350-1515
FAX NO. (305) 350-8202

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.

96 JUN 28 1:03 PM
SECRET
DIVISION OF CORPORATIONS
100001076531
-06/26/96--0109210001
***1012.50 ***1037.50

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

CMM FLORIDA 102J, L.C.

The undersigned does hereby execute, acknowledge and file following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 25 PM 3:05

ARTICLE I - NAME

The name of the limited liability company shall be:

CMM FLORIDA 102J, 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**

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 24th 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 25 PM 1:09

RECEIVED
JUN 25 11:09 PM '69
DIVISION OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

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

5. The amount of cash and the agreed value of property other than cash anticipated to be contributed by the members is \$0.00, unless otherwise provided by a supplemental affidavit of capital contributions filed in accordance with Section 608.412, Florida Statutes.

The Foregoing Instrument was acknowledged before me, this 24th day of JUNE, 1996, by NANCY RYAN, who is the Vice President of Ceramic Acquisition Corp., a Florida corporation, a managing member of CMM Florida 102J, L.C., and who is personally known to me.

State of Florida at Large

My Commission No.:



MARGARET ANN TRANI
COMMISSION # CC 80032
EXPIRES JUN 13, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

L960000000690

LAW OFFICES

BUCHBINDER & ELEGANT

PROFESSIONAL ASSOCIATION
DANK ATLANTIC BUILDING - FOURTH FLOOR
46 SOUTHWEST FIRST STREET
MIAMI, FLORIDA 33130 1010

HARRIS J. BUCHBINDER
IRA M. ELEGANT

STEVEN A. GOLDBY
CAROLINA A. ECHANTE

August 14, 1996

TELEPHONE (305) 358-1515
FAX NO. (305) 358-5202

Florida Department of State
Division of Corporations
Amendments
409 East Gaines Street
Tallahassee, Florida 32399

700001926267
-08/20/96--01069--013
*****262.50 *****52.50

Re: Filing of the following:

1. Certificate of Amendment to Certificate of Limited Partnership of **Color Me Mine JD/CAC/KKR, Ltd.**, a limited partnership.
2. Certificate of Amendment to Articles of Organization of **Color Me Mine CAC/KKR, L.C.**, a Florida limited liability company.
3. Certificate of Amendment to Articles of Organization of **CMM Florida 102J, L.C.**, a Florida limited liability company.
4. Certificate of Amendment to Articles of Organization of **CMM Florida 103J, L.C.**, a Florida limited liability company.
5. Certificate of Amendment to Articles of Organization of **CMM Florida 104J, L.C.**, a Florida limited liability company.

Dear Sir/Madam:

Enclosed are the following documents and fees necessary to amend the above referenced limited partnership and limited liability companies:

1. Original and one copy of Certificate of Amendment to Certificate of Limited Partnership of **Color Me Mine JD/CAC/KKR, Ltd.**, a limited partnership.

2. Original and one copy of Certificates of Amendment to Articles of Organization for the following limited liability companies:

*Managing member does
not have to be qualified
Per Louis DeBelle*

SH 8/1
FILED
SEP 19 PM 1
TALLAHASSEE, FLORIDA

Florida Department of State
Amendments
Re: Color Me Mine CAC/KKR, L.C., etc.
August 14, 1996
Page 2 of 2

- (a) Color Me Mine CAC/KKR, L.C.
- (b) CMM Florida 102J, L.C.
- (c) CMM Florida 103J, L.C.
- (d) CMM Florida 104J, L.C.

3. Check in the amount of \$262.50 made payable to Florida Department of State, representing the filing fees for the above.

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 AMENDMENT TO
ARTICLES OF ORGANIZATION

OF

CMM FLORIDA 102J, L.C.

CMM FLORIDA 102J, L.C. hereby files its "Certificate of Amendment to Articles of Organization of CMM FLORIDA 102J, L.C." as follows:

1. The name of the limited liability company is: CMM FLORIDA 102J, 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 CMM FLORIDA 102J, 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
95 AUG 19 PM 1:38
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

CAPITAL CONNECTION, INC.

417 B. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • (904) 224-3428 • Fax (904) 222-1222

L96000000690

Yoma Investment, L.C.

500002224865--7
-06/27/97--01059--002
****285.00 ****285.00

W97-1342K
6/9
affidavit
6/25

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File
- ☐ Fictitious Name File
- ☐ Name Reservation
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

97 JUN 25 AM 11:34

FILED

97 JUN -9 AM 9:38
RECEIVED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 9, 1997

CAPITAL CONNECTION INC
407 E. VIRGINIA ST
SUITE 1
TALLAHASSEE, FL 32302

SUBJECT: YOMA INVESTMENTS, L.C.
Ref. Number: W97000013424

We have received your document for YOMA INVESTMENTS, L.C. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 497A00030877

Corrected

RECEIVED
97 JUN 25 AM 10:40
TALLAHASSEE

FILED
97 JUN 25 AM 11:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION FOR
YOMA INVESTMENTS, L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and Authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be Yoma Investments, L. C., and its principal place of business shall be in the City of Miami, County of Dade, State of Florida, but it shall have the power and authority to establish branch offices at such places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all the necessary contracts for its business with any person. Entity, partnership, association, corporation, domestic or foreign, state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

This document prepared by:
Jorge del Rosal
3757 N.W. 80 St.
Miami, FL 33147
(305)693-1295

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in fact for any person or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Forty Thousand Dollars (\$40,000.00) cash shall be paid to the limited liability company by the two (2) members in proportionate shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in their proportionate shares.

ARTICLE IV

LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE V

DURATION

This limited liability company shall exist until December 31, 2010, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 3757 N.W. 80 St., in the City of Miami, County of Dade, State of Florida.

ARTICLE VII

MANAGEMENT

This limited liability company shall be managed by one manager. The name and address of the person who shall serve as such until the first annual meeting of members or until a successor is elected and qualify is as follows:

Jorge del Rosal
3757 N.W. 80 St.
Miami, Fl. 33147

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 3757 N.W. 80 St., City of Miami, County of Dade, State of Florida, and the name of its initial registered agent at such address is Jorge del Rosal.

ARTICLE IX

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous written consent of a majority of members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being one of the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of organization of Yoma Investments, L.C.

Executed by the undersigned at Miami, Florida on June __, 1997.

Global Pack, Inc., a Florida Corporation,
Organizer
By: Manuel Gomez, President

Neri U.S.A., Inc., a Florida Corporation,
Organizer
By: Jorge del Rosal, President

ACKNOWLEDGEMENT

State of Florida)

)

County of Dade)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Manuel Gomez, known by me to be an authorized officer of Global Pack, Inc. and Jorge del Rosal, known by me to be an authorized officer of Neri U.S.A., Inc., and they acknowledged before me that they executed said Articles of Organization as members of said corporations.

IN WITNESS WHEREOF, I hereunto set my hand and affixed seal in the State and County aforesaid, this 4th day of June 1997.

My Commission Expires:

Notary Public State of Florida at Large



LETICIA L. MILLON
My Commission CC370083
Expires May. 06, 1998
Bonded by ANB
800-882-6878

YOMA INVESTMENTS, L.C.
AFFIDAVIT PURSUANT TO SECTION 608.407(2)
OF FLORIDA STATUTES

We hereby declare that the following statements are true and correct:

- 1) That Yoma Investments L.C. has two members, which are Global Pack Inc. and Nori U.S.A., Inc.
- 2) The actual amount of cash contributed by the members of Yoma Investments, L.C. is \$40,000.00.
- 3) There is no other property that is being contributed to Yoma Investments, L.C. by its members.
- 4) The total amount of cash or property anticipated to be contributed by the members of Yoma Investments, L.C. is \$40,000.00


Manuel Gomez


Jorge del Rosal

STATE OF FLORIDA
COUNTY OF DADE

Before me personally appeared Manuel Gomez, President of Global Pack, Inc. and Jorge del Rosal, President of Nori U.S.A., Inc. who are well known to me and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 24th day of June
A.D., 1997




Notary Public
State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance to Florida Statutes the following is submitted:

First—That Yoma Investments, L.C., a Florida Limited Liability Company, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of organization at the City of Miami, County of Dade, State of Florida has named Jorge del Rosal located at 3757 N.W. 80 St., Miami, Fl. 33147, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated Florida Limited Liability Company, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

Jorge del Rosal

FILED
97 JUN 25 AM 11:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA