

L960000000745

LAW OFFICES
BUCHBINDER & ELEGANT

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

HARRIS J. BUCHBINDER
INA M. ELEGANT

STEVEN A. COLBY
CAROLINA A. ECHARTÉ

TELEPHONE (305) 358-1815
FAX NO. (305) 358-5202

July 12, 1996

VIA FEDERAL EXPRESS

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

400001892604
-07/12/96--01083--003
****337.50 ****337.50

RE: Filing of the following:

1. **Articles of Organization of CMH Florida 104J, L.C., a Florida limited liability company.**
2. **Certificate of Limited Partnership of Color Me Mine Florida 104J, 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 CMH Florida 104J, L.C., a Florida limited liability company, enclosed are the following:

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

As to Color Me Mine Florida 104J, 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.

FILED
JUL 12 1996
TALLAHASSEE, FLORIDA
15 1996

Florida Department of State
Now Filing Section
Re:CMM Florida 104J/Color Me Mine Florida 104J
July 12, 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

ARTICLES OF ORGANIZATION

OF

CMM FLORIDA 104J, L.C.

The undersigned does hereby execute, acknowledge and ratify 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:

CMM FLORIDA 104J, 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

FILED
96 JUL 12 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 2nd day of July, 1996.

Ceramic Acquisition Corp.,
a Florida Corporation

By: Nancy Ryan
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
56 JUL 12 AM 11:56
TALLAHASSEE, FLORIDA

MARGARET ANN TRAN
COMMISSION # OC 880032
EXPIRES JUN 18, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

L96000000745

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

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #) **200001926277**
-08/20/96--01069--013
****262.50 *****52.50
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 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 1:48
TALLAHASSEE, FLORIDA

Managing Member does
not have to be qualified,
Per Denis McDuffee.

CERTIFICATE OF AMENDMENT TO
ARTICLES OF ORGANIZATION

OF

CMM FLORIDA 104J, L.C.

CMM FLORIDA 104J, L.C. hereby files its "Certificate of Amendment to Articles of Organization of CMM FLORIDA 104J, L.C." as follows:

1. The name of the limited liability company is: CMM FLORIDA 104J, 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 104J, 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

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