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

HARRIS J. BUCHBINDER
IRA M. ELEGANT

STEVEN A. GOLSKY
CAROLINA A. ECHANTE

TELEPHONE (305) 358-1010
FAX NO. (305) 358-0202

August 5, 1996

VIA FEDERAL EXPRESS

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

500001914735
-08/07/96--01005--004
****337.50 ****337.50

500001914735
-08/07/96--01005--003
****157.50 ****157.50

Re: Filing of the following:

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

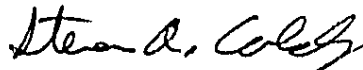
8-9-96
VR

Florida Department of State
New Filing Section
Re: 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

FILED
JUL 26 1996
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF

CMM FLORIDA 105J, 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:

CMM FLORIDA 105J, 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
1980 AUG -6 AM 9:30
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 1 day of AUGUST, 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
 AUG-6 AM 9:30
 DEPT. OF JUSTICE
 PERSONALLY APPEARED

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

NOTARY PUBLIC

**MARGARET ANN TRAN
COMMISSION # CC 880032
EXPIRES JUN 13, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.**

L96000000848

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. ECHANTE

TELEPHONE (305) 358-1815
FAX NO. (305) 358-0202

August 30, 1996

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

100001987801
-03/04/96--01048--001
****105.00 *****52.50
100001987801
100001987801

Re: Filing of the following:

1. Certificate of Amendment to Articles of Organization of **CMM Florida 105J, L.C.**, a Florida limited liability company.
2. Certificate of Amendment to Articles of Organization of **CMM Florida 106J, 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 Certificates of Amendment to Articles of Organization for the following limited liability companies:

- (a) **CMM Florida 105J, L.C.**
- (b) **CMM Florida 106J, L.C.**

2. Check in the amount of \$105.00 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
STEVEN A. COLSKY

SAC/lr
Enclosures

N. HENDRICKS SEP - 9 1996

**CERTIFICATE OF AMENDMENT TO
ARTICLES OF ORGANIZATION**

OF

CMM FLORIDA 105J, L.C.

FILED
96 SEP -3 11 2 05
SECRETARY OF STATE
ALLAHBACH, FLORIDA

CMM FLORIDA 105J, L.C. hereby files its "Certificate of Amendment to Articles of Organization of CMM FLORIDA 105J, L.C." as follows:

1. The name of the limited liability company is: CMM FLORIDA 105J, L.C.

2. The date of filing the Articles of Organization was August 6, 1996.

3. Article VII and Article VIII of the Articles of Organization of CMM FLORIDA 105J, L.C., are hereby amended, corrected and replaced, effective as of August 6, 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 27th day of AUGUST, 1996.

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

By: Nancy Ryan
NANCY RYAN, Vice President