

# 296000000849

LAW OFFICES

**BUCHBINDER & ELEGANT**

PROFESSIONAL ASSOCIATION

BANK ATLANTIC BUILDING - FOURTH FLOOR

40 SOUTHWEST FIRST STREET

MIAMI, FLORIDA 33130-1010

HARRIS J. BUCHBINDER  
JIA M. ELEGANT

STEVEN A. GOLBY  
CAROLINA A. ECHANTE

TELEPHONE (305) 358-1515

FAX NO. (305) 358-5202

August 5, 1996

**VIA FEDERAL EXPRESS**

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

100001914731  
-08/07/96--01005--001  
\*\*\*\$337.50 \*\*\*\$337.50

100001914731  
-08/07/96--01005--002  
\*\*\*\$157.50 \*\*\*\$157.50

**Re: Filing of the following:**

1. Articles of Organization of CMM Florida 106J, L.C., a Florida limited liability company.
2. Certificate of Limited Partnership of Color Me Mine Florida 106J, 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 106J, 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 106J, 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.

Florida Department of State  
New Filing Section  
Re: CMM Florida 106J/Color Me Mine Florida 106J  
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  
95 AUG -5 AM 9:35  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF

CMM FLORIDA 106J, 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 106J, 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  
36 AUG -6 PM 3-35  
CLERK OF DISTRICT COURT  
MIAMI, 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<sup>st</sup> 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

**AFFIDAVIT OF CONTRIBUTIONS**  
**(FOR LIMITED LIABILITY COMPANY)**

STATE OF FLORIDA)  
COUNTY OF DADE ) ss.

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

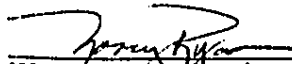
1. Her name is NANCY RYAN. She is over the age of eighteen (18) years and makes this affidavit upon her own personal knowledge and for the purposes set forth herein.

2. She is Vice-President of Ceramic Acquisition Corp., a Florida corporation, a managing member of CMM Florida 106J, L.C., a Florida limited liability company.

3. Affiant makes this Affidavit in compliance with Section 608.407(2), Florida Statutes (1995), to accompany the filing of Articles of Organization of CMM Florida 106J, L.C. with the Secretary of state of Florida. CMM Florida 106J, L.C. has at least two members.

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

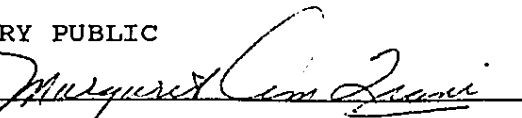
5. The amount of cash and the agreed value of property other than cash anticipated to be contributed by the members is \$0.00, unless otherwise provided by a supplemental affidavit of capital contributions filed in accordance with Section 608.412, Florida Statutes.

  
\_\_\_\_\_  
NANCY RYAN, Vice President of  
Ceramic Acquisition Corp., a  
Florida corporation, a managing  
member of CMM Florida 106J, L.C.

The Foregoing Instrument was acknowledged before me, this 15  
day of AUGUST, 1996, by NANCY RYAN, who is the Vice  
President of Ceramic Acquisition Corp., a Florida corporation, a  
managing member of CMM Florida 106J, L.C., and who is personally  
known to me.

(NOTARY PUBLIC

sign

  
print MARGARET ANN TRANI  
State of Florida at Large

My Commission Expires:  
My Commission No.:



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

L96000000849

BUCHINDER & ELEGANT  
PROFESSIONAL ASSOCIATION  
BANK ATLANTIC BUILDING - FOURTH FLOOR  
40 SOUTHWEST FIRST STREET  
MIAMI, FLORIDA 33130-1610

HARRIS J. BUCHINDER  
INA M. ELEGANT  
STEVEN A. COLSKY  
CAROLINA A. ECHARTE

August 30, 1996

TELEPHONE (305) 358-1815  
FAX NO. (305) 358-5802

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

200001941652  
-09/04/96--01048--001  
\*\*\*105.00 \*\*\*52.50

**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

*Amend.*

N. HENDRICKS SEP - 9 1996



**CERTIFICATE OF AMENDMENT TO  
ARTICLES OF ORGANIZATION**

**OF**

**CMM FLORIDA 106J, L.C.**

**FILED**  
**96 SEP -3 AM 9:05**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

CMM FLORIDA 106J, L.C. hereby files its "Certificate of Amendment to Articles of Organization of CMM FLORIDA 106J, L.C." as follows:

1. The name of the limited liability company is: CMM FLORIDA 106J, 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 106J, 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 27<sup>th</sup> day of August, 1996.

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

By: Nancy Ryan  
NANCY RYAN, Vice President