

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. GOLBY  
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TELEPHONE (305) 358-1010  
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November 13, 1996

VIA FEDERAL EXPRESS  
OVERNIGHT MAIL

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

400002015844--E  
-11/27/96--01050--011  
\*\*\*1350.00 \*\*\*337.50

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):

Articles of Organization (Limited Liability Companies):

1. CMM Florida 107J, L.C., a Florida limited liability company.
2. CMM Florida 108J, L.C., a Florida limited liability company.
3. CMM Florida 109J, L.C., a Florida limited liability company.
4. CMM Florida 110J, L.C., a Florida limited liability company.

Certificates of Limited Partnership:

5. Color Me Mine Florida 107J, Ltd., a Florida limited partnership.
6. Color Me Mine Florida 108J, Ltd., a Florida limited partnership.
7. Color Me Mine Florida 109J, Ltd., a Florida limited partnership.
8. Color Me Mine Florida 110J, Ltd., a Florida limited partnership.

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All enclosed documents are being sent by Federal Express - Overnight Delivery and each is to be given the same filing date. Each limited liability company is a general partner of the respective limited partnership and therefore the limited liability companies must be filed first.

Also included are check numbers 11029 and 11030, totalling \$ 1,980.00, made payable to Florida Department of State, representing the filing fees, applicable charges for registered agent designation and certified copies.

Please contact the undersigned immediately if there is any problem complying with these instructions.

Very truly yours,

  
STEVEN A. COLSKY

SAC:lr  
Enclosures  
cc: Mitchell Aronson (without enclosures)

**ARTICLES OF ORGANIZATION  
OF  
CMM FLORIDA 107J, L.C.**

**FILED**  
NOV 15 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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 107J, 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:

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%


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 4<sup>th</sup> day of NOVEMBER, 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

96 NOV 15 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

STATE OF FLORIDA) ss.  
COUNTY OF DADE )

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 107J, L.P., 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 107J, L.C with the Secretary of state of Florida. CMM Florida 107J, L.Chas 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 608.402, Florida Statutes.

NANCY RYAN, Vice President of Ceramic Acquisition Corp., a Florida corporation, a managing member of CMM FLORIDA 107J, L.C.

The foregoing instrument was acknowledged before me, this 21<sup>st</sup> day of November, 1996, by NANCY RYAN, who is the Vice President of Ceramic Acquisition Corp., a Florida corporation, a managing member of CMM FLORIDA 107J, L.C., and who is personally known to me.

NOTARY PUBLIC

sign Margaret Ann Linn

print MARGARET ANN Rami  
State of Florida at Large



**MARGARET ANN TRAM**  
**COMMISSION # 00 80082**  
**EXPIRES JUN 18, 2000**  
**BONDED THRU**  
**ATLANTIC BONDING CO., INC.**

My Commission Expires: June 13, 2000  
My Commission No.: 57053