

LAW OFFICES
BUCHBINDER & ELEGANT
PROFESSIONAL ASSOCIATION
BANK ATLANTIC BUILDING - FOURTH FLOOR
46 SOUTHWEST FIRST STREET
MIAMI, FLORIDA 33130-1610

HARRIS J. BUCHBINDER
IRA M. ELEGANT

STEVEN A. COLSKY
CAROLINA A. ECHANTE

TELEPHONE (305) 358-1818
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November 13, 1996

VIA FEDERAL EXPRESS
OVERNIGHT SERVICE

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

600002015846--9
-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):

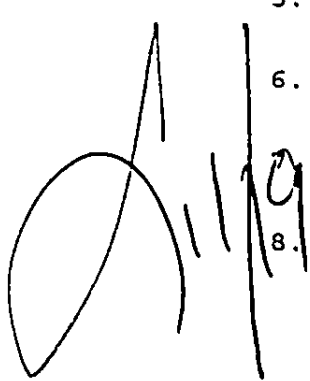
Articles of Organization (Limited Liability Companies):

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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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 \$ 1,280.00, 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 108J, 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

CMM FLORIDA 108J, 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**

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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:

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 4th 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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE) ss.

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 CMMFlorida 103J, 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 108J, L.C. with the Secretary of state of Florida. CMM Florida 108J, L.C. has at least two members.

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

NANCY RYAN, Vice President of Ceramic Acquisition Corp. is a Florida corporation, a managing member of CMM FLORIDA, 085, L.C.

The Foregoing Instrument was acknowledged before me, this 7th 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 108J, L.C., and who is personally known to me.

—NOTARY PUBLIC

sign Margaret Ann Trani
print MARGARET ANN TRANI
State of Florida at Large

My Commission Expires: June 13, 2000
My Commission No.: 556032

