
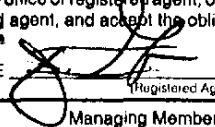
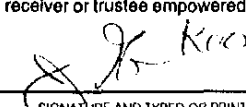


**FILE NOW: Fee after May 1, will be \$588.75**

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1997</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> <b>\$ 203.75</b>		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>	
1. Name and Mailing Address of Limited Liability Company  <b>R.A.C. 105J L.C.</b> <b>10800 BISAYNE BLVD.</b> <b>PENTHOUSE</b> <b>MIAMI FL 33161</b>		<b>DOCUMENT #</b> L96000001215  1a. Principal Place of Business Address  <b>10800 BISAYNE BLVD.</b> <b>PENTHOUSE</b> <b>MIAMI FL 33161</b>	
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.			
2. Principal Place of Business  Suite, Apt. #, etc.  City & State  Zip      Country		2a. Mailing Address  Suite, Apt. #, etc.  City & State  Zip      Country	
3. Date Organized or Qualified <b>11/15/1996</b>		3a. State of Formation <b>FL</b>	
4. FEI Number		<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report		6. Certificate of Status Desired <b>\$6.75 Additional Fee Required</b> <input type="checkbox"/>	
7. Name and Address of Current Registered Agent  <b>RYAN, NANCY</b> <b>10800 BISCAYNE BLVD.</b> <b>PENTHOUSE</b> <b>MIAMI FL 33161</b>		8. Name and Address of New Registered Agent  Name  Street Address (P.O. Box Number is Not Acceptable)  Suite, Apt. #, etc.  City      Zip Code <b>FL</b>	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.  SIGNATURE  DATE _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	COLOR ME MINE, INC.	11075 SANT MONICA BLVD. SU	LOS ANGELES CA
MGRM	RESTAURANT ACQUISITI,	10800 BISCAYNE BLVD. PENTH	NORTH MIAMI FL
MGRM	HARRIS, MEL	10800 BISCAYNE BLVD. PENTH	NORTH MIAMI FL
		<b>3000002213623--5</b> <b>-06/16/97--01168--003</b> <b>***1426.25 ***203.75</b>	
		<b>ENTERED</b> <b>2908</b>	
		<b>10209-696-152</b>	
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.  <b>SIGNATURE:</b>  <b>Kookoo Run Inc. Managing Member</b> <b>Jeanne Giles</b> SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date <b>4/30/97</b> Daytime Phone # <b>310-477-2080</b>			