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

HARRY J. BUCHBINDER
IRA M. ELEGANT

STEVEN A. GOLSKY
CAROLINA A. ECHANTE

TELEPHONE (305) 355-1516
FAX NO. (305) 355-0202

June 25, 1996

VIA FEDERAL EXPRESS -
OVERNIGHT DELIVERY

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

Attn: Tammy Kline

Re: Color Me Mine (filing corporate documents)

Dear Sir/Madam:

600001876586
-06/26/96--01095--016
****122.50 ****122.50

Enclosed are original and one copy of documents necessary to form each of the following entities (see instructions below):

1. Ceramic Acquisition Corp., a Florida corporation.
2. Color Me Mine CAC/KKR, L.C., a Florida limited liability company.
3. Color Me Mine JD/CAC/KKR, Ltd., a Florida limited partnership.
4. CMM Florida 102J, L.C., a Florida limited liability company.
5. CMM Florida 103J, L.C., a Florida limited liability company.
6. Color Me Mine Florida 102J, Ltd., a Florida limited partnership.
7. Color Me Mine Florida 103J, Ltd., a Florida limited partnership.

Also included are check numbers 10286, 10287 and 10288, totalling \$1,607.50, made payable to Florida Department of State, representing the filing fees, applicable charges for registered agent designation and certified copies.

Florida Department of State
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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 (i.e. June 25, 1996).

In addition, the documents must be filed in the order set forth above (1 through 7), since Ceramic Acquisition is a member of the limited liability companies, which are general partners of the respective limited partnerships.

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

Very truly yours,



STEVEN A. COLSKY

SAC/lk
Encs.

cc: Mitchell Aronson (without enclosures)

ARTICLES OF INCORPORATION
OF
CERAMIC ACQUISITION CORP.

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be:

CERAMIC ACQUISITION CORP.

The address of the principal office of this corporation shall be:

10800 Biscayne Boulevard - Penthouse
Miami, Florida 33161

ARTICLE II
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of voting stock and 9,000 shares of non-voting stock, having \$0.10 par value per share.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of the corporation shall be:

10800 Biscayne Boulevard - Penthouse
Miami, Florida 33161

and the name of the initial registered agent of the corporation at that address is:

NANCY RYAN

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FBI - MIAMI

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have at least one Director. The names and addresses of the initial members of the Board of Directors are:

Mel Harris	10800 Biscayne Boulevard Penthouse Miami, FL 33161
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Nancy Ryan	10800 Biscayne Boulevard Penthouse Miami, FL 33161
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ARTICLE VII
OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Mel Harris	10800 Biscayne Boulevard
President & Treasurer	Penthouse
	Miami, FL 33161

Nancy Ryan	10800 Biscayne Boulevard
Vice President & Secretary	Penthouse
	Miami, FL 33161


**ARTICLE VIII
INCORPORATION**

The name and street address of the incorporator to these Articles of Incorporation is:

Nancy Ryan

10800 Biscayne Boulevard
Penthouse
Miami, FL 33161


IN WITNESS WHEREOF, the undersigned, being the Incorporator of the above named corporation, for the purpose of forming a corporation 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 Incorporation this 24th day of JUNE, 1996.



NANCY RYAN, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

NANCY RYAN, having a business office identical with the registered office of the corporation 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 607.0501(3), Florida Statutes (1995).



NANCY RYAN, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 25 PM 1:08