

Parrish & Moore, P.A.
ATTORNEYS AT LAW

JON D. PARRISH
MICHAEL G. MOORE



ANTHONY M. LAWHON
ALAN B. FIELDS, of counsel

LA90000002063

April 5, 1999

VIA UPS OVERNIGHT DELIVERY

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400002831924--8
-04/07/99--01045--006
****285.00 ****285.00

Re: *New Filings: Planet Karaoke Properties, L.C.;
Palm Lake Apartments of Naples, L.C.*

Dear Sir or Madam:

Enclosed for filing are the following items:

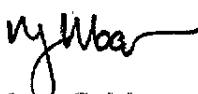
1. With respect to Planet Karaoke Properties, L.C.:
 - a. Original and one (1) copy of Articles of Organization;
 - b. Certificate of Designation of Registered Agent;
 - c. Affidavit of Membership and Contributions; and
 - d. Check in the amount of \$285.00.
2. With respect to Palm Lake Apartments of Naples, L.C.:
 - a. Original and one (1) copy of Articles of Organization;
 - b. Certificate of Designation of Registered Agent;
 - c. Affidavit of Membership and Contributions; and
 - d. Check in the amount of \$285.00.

If additional information or documentation is necessary, please let me know. Please direct any correspondence and/or inquiries to:

Parrish & Moore, P.A.
c/o Michael G. Moore
2171 Pine Ridge Road, Ste D.
Naples, Florida 34109

Very Truly Yours,

PARRISH & MOORE, P.A.


Michael G. Moore

Name	
Availability	
Document Examiner	
Updater	
Verifier	
Knowledge	
Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -7 PM 4:15

ARTICLES OF ORGANIZATION
OF
PALM LAKE APARTMENTS OF NAPLES, L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR - 7 PM 4: 15

The undersigned, pursuant to section 608.407, Florida Statutes, adopt the following Articles of Organization for such limited liability company.

ARTICLE I -- Name

The name of the Limited Liability Company is **PALM LAKE APARTMENTS OF NAPLES, L.C.**

ARTICLE II -- Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE III -- Address

The mailing address and street address of the principal office of the Limited Liability Company is: c/o Parrish & Moore, P.A., 2171 Pine Ridge Road, Ste. D, Naples, Florida 34109.

ARTICLE IV -- Management

The Limited Liability Company is to be managed by the Members. The names and addresses of the managing members are as follows:

Todd Gates	James McVey	John Eboli
5405 Park Central Court	5405 Park Central Court	411 West Ontario St., #518
Naples, Florida 34109	Naples, Florida 34109	Chicago, IL 60610

ARTICLE V

The initial street address in Florida of the initial registered office of the Limited Liability Company is: Parrish & Moore, P.A., 2171 Pine Ridge Road, Suite D, Naples, Florida 34109. The initial registered agent at such address shall be Michael G. Moore.


ARTICLE VI – Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as follows: No person may be admitted as a member unless each member consents in writing to the admission of the additional member.

ARTICLE VII – Members Rights to Continue Business

Upon 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 the Limited Liability Company, the remaining members may elect to continue the business by the unanimous consent of all remaining members within ninety (90) days of such event.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization at Naples, Collier County, Florida on this 2 day of April, 1999.



Michael G. Moore,
Authorized Representative of Member

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT**

Registered Agent/Registered Office

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

One: The name of the Limited Liability Company is: PALM LAKE APARTMENTS OF NAPLES, L.C.

C/o Parrish & Moore, P.A.
Michael G. Moore
2171 Pine Ridge Road, Ste. D.
Naples, Florida 34109

Two: The name and address of the Registered Agent is:

Michael G. Moore
c/o Parrish & Moore, P.A.
2171 Pine Ridge Road, Suite D
Naples, Florida 34109

Executed this 2 day of April, 1999.



Michael G. Moore

Having been named as Registered Agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Michael G. Moore

4/2/99

Date


AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of PALM LAKE APARTMENTS OF NAPLES, L.C. deposes and says:

1. The above-named Limited Liability Company has at least two (2) members.
2. The total amount of cash contributed by the members is: \$75,000.00
3. The agreed value of property other than cash contributed by members is: \$0.00
A description of the property is as follows:

None
4. The amount of cash or property anticipated to be contributed by members is: \$0.00
5. The total amounts of 2, 3, and 4 is: \$75,000.00

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Michael G. Moore,
Authorized Agent of Members