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Federation of Mobile Home Owners of Florida, Inc.

P.O. Box 5350 Tallahassee, FL 32314-0530 907/530-7539 800/959-7539 (Florida Only) Fax 907/535-9427

June 29, 1995

Florida Department of State
 Division of Corporations
 P.O. Box 6327
 Tallahassee, FL 32314


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 -06/30/95--01041--008
 ****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of FMO Conversion Services, Inc., together with the Certificate of Designation of Registered Agent and Registered Office. Enclosed you will find a check in the amount of \$122.50 for the following:

Filing Fee	\$35.00
Designation of Registered Agent	35.00
Certified Copy	52.50
Total	\$122.50

Sincerely,


 Lucinda Warren
 General Counsel

LW/fm

encs.

EFFECTIVE DATE
7-1-95

AAK
 7-5

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 JUN 30 PM 12: 58

ARTICLES OF INCORPORATION
OF
FMO CONVERSION SERVICES, INC.

STATE OF FLORIDA
SECRETARY OF STATE
JUL 12 1995

The undersigned acting as incorporator of a corporation under the Florida Business Corporation Act adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is FMO Conversion Services, Inc.

ARTICLE II

The street address of the initial principal office is 4020 Portsmouth Road, Largo, FL 34641.

The mailing address of the corporation is P.O. Box 5350, Largo, FL 34649-5350.

ARTICLE III

The number of shares the corporation is authorized to issue is 1,000 shares of capital stock with a value of \$5.00 per share.

ARTICLE IV

The name and street address of the initial registered agent and office of this corporation is:

Lucinda J. Warren
4020 Portsmouth Road
Largo, FL 34641

EFFECTIVE DATE

7-1-95

ARTICLE V

The name and address of each incorporator is:

Lucinda J. Warren
4020 Portsmouth Road
Largo, FL 34641

ARTICLE VI

The business and affairs of the corporation shall be managed by the board of directors. The number of directors of the corporation shall be six (6). Any vacancy on the board of directors shall be filled by a vote of the shareholders.

ARTICLE VII

The effective date of these Articles of Incorporation is July 1, 1995.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of June, 1995.



Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, 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.

1. The name of the corporation is PMO Conversion Services, Inc.
2. The name and address of the registered agent and office is:

Lucinda J. Warren

4020 Portsmouth Road
Largo, FL 34641

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

Signature

Lucinda J. Warren

Date

June 29, 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
FMO CONVERSION SERVICES INC.

The Articles of Incorporation of FMO Conversion Services Inc. are amended as follows:

1. Article IV of the Articles of Incorporation of FMO Conversion Services Inc. is hereby amended to delete the name of the initial registered agent as follows:

ARTICLE IV

The street address of the initial registered office of this corporation is:

4020 PORTSMOUTH ROAD
LARGO, FLORIDA 34641

The name of the initial registered agent is deleted and the name of the new registered agent of the corporation has been filed with the Secretary of State.

2. Article VI of the Articles of Incorporation of FMO Conversion Services Inc. is amended as follows:

ARTICLE VI

The business and affairs of the corporation shall be managed by the Board of Directors. The number of directors shall be not more than five (5) and not fewer than one (1). Any vacancy on the Board of Directors shall be filled by a vote of the shareholders.

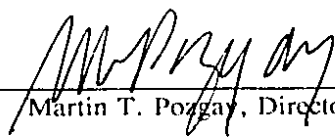
3. These amendments were adopted by a majority of the Board of Directors of FMO Conversion Services Inc. at a meeting held on October 5, 1995. These amendments did not require shareholder action because the amendments were made prior to the issuance of any shares in the corporation.

4. All other portions of the Articles of Incorporation shall remain the same.

Signed this 10 day of October, 1995.

FMO CONVERSION SERVICES INC.

By: _____


Martin T. Pozgay, Director

P95000051900

FMO Conversion Services Inc.

October 10, 1995

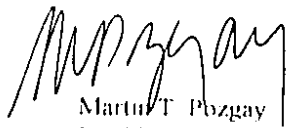
Florida Department of State
Division of Corporations, Amendments Section
P. O. Box 6327
Tallahassee, FL 32314

Office of the Secretary of State

Enclosed please find Articles of Amendment to the Articles of Incorporation of FMO Conversion Services Inc.

Also enclosed is the Statement of Change of Registered Agent. Our check in the amount of \$122.50 is enclosed for the filing fee and a certified copy of the filed documents. Please file the Articles of Amendment and Statement of Change of Registered Agent and, thereafter, return the receipt and certified copies to this office.

Sincerely,


Martin T. Pozgay
President

Enclosure

slp:stc:ll:tr

RECEIVED
OCT 11 1995

FILED
95 NOV -3 AM 11:25

RA change
sp

cc in
Amend
(only)

FILING 35
R. AGENT _____
CERTIFIED _____
CES _____
TOTAL 35

STATEMENT OF CHANGE OF REGISTERED AGENT

1. The name of the corporation is FMO Conversion Services, Inc.

2. The address of the registered agent and office is

4020 Portsmouth Road
Largo, FL 34641

3. The name of its current registered agent is

Lucinda J. Warren

4. The name of the registered agent is to be changed to:

Martin Pozgay

5. That the street address of the registered office and the street address of the business office of the registered agent, as changed, will be identical.

6. That this change in registered agent was authorized by a resolution duly adopted by the Board of Directors of FMO Conversions Services Inc. at a board meeting held on October 5, 1995.

FMO CONVERSION SERVICES INC.

Date 10/10/95

By: *M. Pozgay*
President, MARTIN T. POZGAY

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF 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.

Date 10/10/95

Signature *M. Pozgay*

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