

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

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| PROFIT CORPORATION ANNUAL REPORT 1996 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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DOCUMENT # S75556 (8)
 1. Corporation Name
OCWEN FINANCIAL CORPORATION



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| Principal Place of Business 515 N FLAGLER DR PAVILION FOURTH FL WEST PALM BEACH FL 33401 | Mailing Address 515 N FLAGLER DR PAVILION FOURTH FL WEST PALM BEACH FL 33401 |
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| 3. Date Incorporated or Qualified 08/22/1991 | 3a. Date of Last Report 03/22/1995 |
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| 2. Principal Place of Business 21 1675 PALM BEACH LAKES BLVD. Suite, Apt. #, etc. 22 SUITE 1002 City & State 23 WEST PALM BEACH, FL Zip 24 33401 | 2a. Mailing Address 26 1675 PALM BEACH LAKES BLVD. Suite, Apt. #, etc. 27 SUITE 1002 City & State 28 WEST PALM BEACH, FL Zip 29 33401 |
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| 4. FEI Number 65-0039856 | Applied For Not Applicable |
| 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No | |

9. Name and Address of Current Registered Agent
**ERBEY, JOHN R.
 515 N FLAGLER DR
 PAVILION FOURTH FL
 WEST PALM BEACH FL 33401**

10. Name and Address of New Registered Agent

| | |
|---|------------------------------------|
| 81 Name | |
| 82 Street Address (P.O. Box Number is Not Acceptable) | 1675 PALM BEACH LAKES BLVD. |
| 83 | SUITE 1002 |
| 84 City | WEST PALM BEACH |
| 85 Zip Code | FL 33401 |

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent of both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the provisions of, Section 607.0505, Florida Statutes.

SIGNATURE: *[Signature]* DATE: **4/4/96**

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|--------------------------------|---|--|
| TITLE | DCEO | 1.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | ERBEY, WILLIAM C. | 1.2 NAME | |
| STREET ADDRESS | 515 N. FLAGLER DR. P400 | 1.3 STREET ADDRESS | 1675 PALM BEACH LAKES BLVD., STE. 1002 |
| CITY-ST-ZIP | WEST PALM BCH. FL | 1.4 CITY-ST-ZIP | |
| TITLE | M | 2.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | BROWN, RORY A. | 2.2 NAME | |
| STREET ADDRESS | 515 N. FLAGLER DR. P400 | 2.3 STREET ADDRESS | 1675 PALM BEACH LAKES BLVD., STE. 1002 |
| CITY-ST-ZIP | WEST PALM BCH. FL | 2.4 CITY-ST-ZIP | |
| TITLE | MCFO | 3.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | REICH, CHRISTINE A. | 3.2 NAME | |
| STREET ADDRESS | 515 N. FLAGLER DR. P400 | 3.3 STREET ADDRESS | 1675 PALM BEACH LAKES BLVD., STE. 1002 |
| CITY-ST-ZIP | WEST PALM BCH. FL | 3.4 CITY-ST-ZIP | |
| TITLE | SVP | 4.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | BARNES, JOHN R. | 4.2 NAME | |
| STREET ADDRESS | 515 N. FLAGLER DR. P400 | 4.3 STREET ADDRESS | 1675 PALM BEACH LAKES BLVD., STE. 1002 |
| CITY-ST-ZIP | WEST PALM BCH. FL | 4.4 CITY-ST-ZIP | |
| TITLE | MS | 5.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | ERBEY, JOHN R. | 5.2 NAME | |
| STREET ADDRESS | 515 N. FLAGLER DR. P400 | 5.3 STREET ADDRESS | 1675 PALM BEACH LAKES BLVD., STE. 1002 |
| CITY-ST-ZIP | WEST PALM BEACH FL | 5.4 CITY-ST-ZIP | |
| TITLE | SVPA | 6.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | WILHOIT, STEPHEN C | 6.2 NAME | |
| STREET ADDRESS | 515 N. FLAGLER DR. P400 | 6.3 STREET ADDRESS | 1675 PALM BEACH LAKES BLVD., STE. 1002 |
| CITY-ST-ZIP | WEST PALM BEACH FL | 6.4 CITY-ST-ZIP | |

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *[Signature]* DATE: **4-4-96** 407-681-8000

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
STEPHEN C. WILHOIT SR VP ASST SEC

CR2E034 (12/95)