

**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

**FILED**  
**Mar 26 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # S75556 (8)**

1. Corporation Name  
**OCWEN FINANCIAL CORPORATION**



Principal Place of Business <b>1675 PALM BEACH LAKES BLVD.                  SUITE 1002                  WEST PALM BEACH FL 33401                  US</b>	Mailing Address <b>1675 PALM BEACH LAKES BLVD.                  SUITE 1002                  WEST PALM BEACH FL 33401                  US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

3. Date Incorporated or Qualified <b>08/22/1991</b>	Applied For <input type="checkbox"/> Not Applicable
4. FEI Number <b>65-0039856</b>	
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**ERBEY, JOHN R.  
 1675 PALM BEACH LAKES BLVD.  
 SUITE 1002  
 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)
83
84 City
<b>FL</b> 85 Zip Code

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, or 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 obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS

TITLE	<b>CPDC</b> <input type="checkbox"/> DELETE
NAME	<b>ERBEY, WILLIAM C.</b>
STREET ADDRESS	<b>1675 PALM BEACH LAKES BLVD., STE. 1002</b>
CITY-ST-ZIP	<b>WEST PALM BCH. FL</b>
TITLE	<b>M</b> <input type="checkbox"/> DELETE
NAME	<b>KOE, ROBERT E</b>
STREET ADDRESS	<b>1675 PALM BEACH LAKES BLVD., STE. 1002</b>
CITY-ST-ZIP	<b>WEST PALM BCH. FL</b>
TITLE	<b>MCFO</b> <input type="checkbox"/> DELETE
NAME	<b>REICH, CHRISTINE A.</b>
STREET ADDRESS	<b>1675 PALM BEACH LAKES BLVD., STE. 1002</b>
CITY-ST-ZIP	<b>WEST PALM BCH. FL</b>
TITLE	<b>SVP</b> <input type="checkbox"/> DELETE
NAME	<b>BARNES, JOHN R</b>
STREET ADDRESS	<b>1675 PALM BEACH LAKES BLVD., STE. 1002</b>
CITY-ST-ZIP	<b>WEST PALM BCH. FL</b>
TITLE	<b>MS</b> <input type="checkbox"/> DELETE
NAME	<b>ERBEY, JOHN R.</b>
STREET ADDRESS	<b>1675 PALM BEACH LAKES BLVD., STE. 1002</b>
CITY-ST-ZIP	<b>WEST PALM BEACH FL</b>
TITLE	<b>SVPA</b> <input type="checkbox"/> DELETE
NAME	<b>DLUTOWSKI, JOSEPH A</b>
STREET ADDRESS	<b>1675 PALM BEACH LAKES BLVD., STE. 1002</b>
CITY-ST-ZIP	<b>WEST PALM BEACH FL</b>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I 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 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: \_\_\_\_\_ **Joseph A. Dlutowski, Asst. Secy 323-96 561-682-8000**

CR2E034 (10/97)

OCWEN FINANCIAL CORPORATION

**Exhibit A**

**Directors**

William C. Erbey  
Thomas F. Lewis  
W.C. Martin  
Howard H. Simon  
Barry N. Wish

**Officers**

William C. Erbey	Chairman, President, Chief Executive Officer and Chief Investment Officer	1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401
Barry N. Wish	Chairman Emeritus	1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401
John R. Erbey	Managing Director, General Counsel and Secretary	1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401
Robert E. Koe	Managing Director	1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401
Christine A. Reich	Managing Director	1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401
John R. Barnes	Senior Vice President	1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401
Joseph A. Dlutowski	Senior Vice President, Assistant Secretary and Stock Compliance Officer	1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401
Mark S. Zeidman	Senior Vice President and Chief Financial Officer	1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401

**Exhibit A (cont.)**

Edwin D. Berry	Vice President and Treasurer	1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401
Patrice E. Roehl	Assistant Secretary	1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401