

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

FILED
Mar 26 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		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



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

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/22/1991	
21 Suite, Apt. #, etc.	26	27 Suite, Apt. #, etc.	28	4. FEI Number 65-0039856	Applied For <input type="checkbox"/> Not Applicable
22 City & State	27	28 City & State	29	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23 Zip	25 Country	29 Zip	30 Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
g. Name and Address of Current Registered Agent ERBEY, JOHN R. 1675 PALM BEACH LAKES BLVD. SUITE 1002 WEST PALM BEACH FL 33401				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	

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CPDC <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ERBEY, WILLIAM C.	1.2 NAME	
STREET ADDRESS	1675 PALM BEACH LAKES BLVD., STE. 1002	1.3 STREET ADDRESS	
CITY-ST-ZIP	WEST PALM BCH. FL	1.4 CITY-ST-ZIP	
TITLE	M <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KOE, ROBERT E	2.2 NAME	
STREET ADDRESS	1675 PALM BEACH LAKES BLVD., STE. 1002	2.3 STREET ADDRESS	
CITY-ST-ZIP	WEST PALM BCH. FL	2.4 CITY-ST-ZIP	
TITLE	MCFO <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	REICH, CHRISTINE A.	3.2 NAME	
STREET ADDRESS	1675 PALM BEACH LAKES BLVD., STE. 1002	3.3 STREET ADDRESS	
CITY-ST-ZIP	WEST PALM BCH. FL	3.4 CITY-ST-ZIP	
TITLE	SVP <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BARNES, JOHN R	4.2 NAME	
STREET ADDRESS	1675 PALM BEACH LAKES BLVD., STE. 1002	4.3 STREET ADDRESS	
CITY-ST-ZIP	WEST PALM BCH. FL	4.4 CITY-ST-ZIP	
TITLE	MS <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ERBEY, JOHN R.	5.2 NAME	
STREET ADDRESS	1675 PALM BEACH LAKES BLVD., STE. 1002	5.3 STREET ADDRESS	
CITY-ST-ZIP	WEST PALM BEACH FL	5.4 CITY-ST-ZIP	
TITLE	SVPA <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DLUTOWSKI, JOSEPH A	6.2 NAME	
STREET ADDRESS	1675 PALM BEACH LAKES BLVD., STE. 1002	6.3 STREET ADDRESS	
CITY-ST-ZIP	WEST PALM BEACH FL	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 **3-23-98** 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 Bldg. West Palm Beach, FL 33401
Patrice E. Roehl	Assistant Secretary	1675 Palm Beach Lakes Bldg. West Palm Beach, FL 33401