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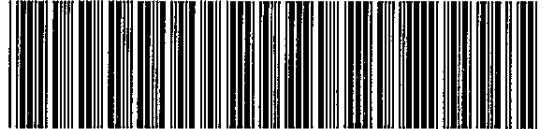
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DEF. DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C. Oestlette OCT 07 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 268745 4338458
AUTHORIZATION : *Patricia Pignato*
COST LIMIT : \$ 70.00

ORDER DATE : October 6, 2003

ORDER TIME : 11:43 AM

ORDER NO. : 268745-030

CUSTOMER NO: 4338458

CUSTOMER: Ms. Terri Denoncourt
Ocwen Financial Corporation
The Forum
1675 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

ARTICLES OF MERGER

NHP AFFORDABLE HOUSING
CORPORATION - CHASEWOOD
APARTMENTS

INTO

OCWEN FINANCIAL CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
OF
NHP Affordable Housing Corporation - Chasewood Apartments
AND
Ocwen Financial Corporation

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2003 OCT - 6 PM 4:04
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the Florida wholly-owned subsidiary business corporation named below do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging NHP Affordable Housing Corporation - Chasewood Apartments into Ocwen Financial Corporation, as approved by the Board of Directors of the parent corporation on July 31, 2003.
2. The aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on July 31, 2003.
3. Shareholder approval was not required for the merger.
4. The effective time and date of the merger herein provided for shall be upon filing.

Executed on July 31, 2003.

**NHP Affordable Housing Corporation -
Chasewood Apartments**

By: 
Name: John R. Erbey
Capacity: Secretary

Ocwen Financial Corporation

By: 
Name: John R. Erbey
Capacity: Secretary

PLAN OF MERGER

"1. **Ocwen Financial Corporation**, which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of **NHP Affordable Housing Corporation - Chasewood Apartments**, which is also a business corporation of the State of Florida, hereby merges **NHP Affordable Housing Corporation - Chasewood Apartments** into **Ocwen Financial Corporation** pursuant to the provisions of the Florida Business Corporation Act.

"2. The separate existence of **NHP Affordable Housing Corporation - Chasewood Apartments** shall cease at the effective time and date of the merger, and **Ocwen Financial Corporation** shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

"3. The issued shares of **NHP Affordable Housing Corporation - Chasewood Apartments** shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

"4. The Board of Directors and the proper officers of **Ocwen Financial Corporation** are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.