



THE STATES
CORPORATION
COMPANY

A98000007637

ACCOUNT NO. : 072100000032

REFERENCE : 880304 4338458

AUTHORIZATION :

Patricia

COST LIMIT : \$ 148.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 PM 2:41

ORDER DATE : July 6, 1998

ORDER TIME : 11:25 AM

ORDER NO. : 880304-005

CUSTOMER NO: 4338458

A98000001637

CUSTOMER: William K. Budd, Esq
OCWEN FINANCIAL CORPORATION

The Forum - Suite 531
1675 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

600002580446--3

DOMESTIC FILING

NAME: NHP AFFORDABLE HOUSING
PARTNERS AZ3 LIMITED
PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

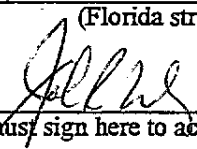
EXAMINER'S INITIALS:

64840036153

B/K
7/6/98

RECEIVED
98 JUL -6 PM 1:09

CERTIFICATE OF LIMITED PARTNERSHIP

1. NHP Affordable Housing Partners AZ3 Limited Partnership
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 1675 Palm Beach Lakes Blvd., Suite 1002; West Palm Beach, FL 33401
(Business address of Limited Partnership)
3. John R. Erbey
(Name of Registered Agent for Service of Process)
4. 1675 Palm Beach Lakes Blvd., #1002; West Palm Beach, FL 33401
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 1675 Palm Beach Lakes Blvd., Suite 1002; West Palm Beach, FL 33401
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/2050

8. Name(s) of general partner(s):

Street address:

Ocwen Federal Bank FSB


1675 Palm Beach Lakes Blvd., #1002
West Palm Beach, FL 33401

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 27th day of June, 19 98.

Signature of all general partners:

Ocwen Federal Bank FSB

By: 
General Partner Robert C. Davidson, Vice President

General Partner

General Partner

General Partner

General Partner

General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL -6 PM 2:41

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 PM 2:41

The undersigned constituting all of the general partners of _____
NHP Affordable Housing Partners AZ3 Limited Partnership

_____,
a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ _____ 0

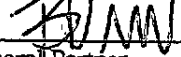
The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ _____ 1,980.00

Signed this _____ 27th day of _____ June _____, 19 _____ 98

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Ocwen Federal Bank FSB

By: 
General Partner Robert C. Davidson,
Vice President

General Partner

General Partner

General Partner

General Partner

General Partner