

FILED
2009 APR -1 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 945170 4300435

AUTHORIZATION :

COST LIMIT : \$ 350.00

A handwritten signature in cursive script, appearing to read "L. K. Clements", is written over the authorization and cost limit fields.

ORDER DATE : April 1, 2009

ORDER TIME : 12:40 PM

ORDER NO. : 945170-005

CUSTOMER NO: 4300435

FOREIGN FILINGS

NAME: OCWEN REO TRUST

XXXX QUALIFICATION (TYPE: BST)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 2933

EXAMINER: _____

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE
TO FILE OR QUALIFY**

**OCWEN REO TRUST
A DELAWARE STATUTORY TRUST**

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TALLAHASSEE, FLORIDA

In accordance with Section 609.02 of the Florida Statutes, pertaining to Common Law Declarations of Trust, the undersigned, the Owner Trustee of Ocwen REO Trust
(Name of Trust)

a Delaware statutory Trust hereby affirms in order to file or qualify
(State)
Ocwen REO Trust, in the State of Florida.
(Name of Trust)

1. Two or more entities are named in the Trust.
2. The principal address is c/o Ocwen Financial Corporation, 1661 Worthington Road, West Palm Beach, FL 33409.
3. The registered agent and street address in the State of Florida are:
Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301
4. Acceptance by the registered agent: Having been named as registered agent to accept service of process for the above named Declaration of Trust at the place designated in this affidavit, I hereby accept the appointment as registered agent and agree to act in this capacity.

**Jeanine Reynolds
as its agent**

(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of Trust under which the association proposes to conduct its business in Florida.

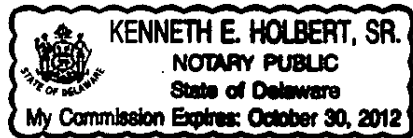
[SIGNATURE ON FOLLOWING PAGE]

U.S. BANK TRUST NATIONAL
ASSOCIATION, not in its individual
capacity but solely as Owner Trustee

By: Annette Morgan
Name: Annette E. Morgan
Title: Assistant Vice President

Sworn to me this 30 day of MARCH 2009

Kenneth E. Holbert, Sr.
Notary Public



Filing Fee: \$350.00
Certified Copy: \$ 8.75 (optional)

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:40 PM 07/18/2008
FILED 03:40 PM 07/18/2008
SRV 080799192 - 4423950 FILE

CERTIFICATE OF TRUST
OF
OCWEN REO TRUST

This Certificate of Trust of Ocwen REO Trust (the "Trust") is being duly executed and filed by the undersigned, being the sole trustee of the Trust, to form a statutory trust pursuant to the Delaware Statutory Trust Act (12 Del. C. §§ 3801, et seq.).

1. Name. The name of the statutory trust formed hereby is Ocwen REO Trust.
2. Delaware Trustee. The name and address of the trustee of the Trust with a principal place of business in the State of Delaware is U.S. Bank Trust National Association, 300 Delaware Avenue, Suite 900, Wilmington, Delaware 19801.
3. Effective Date. This Certificate of Trust shall be effective upon filing in the Office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned, as sole trustee, has executed this Certificate of Trust as of this 18th day of July, 2008.

U.S. BANK TRUST NATIONAL
ASSOCIATION, not in its individual capacity
but solely as Owner Trustee

By: Mildred F. Smith

Name:

Title:

MILDRED F. SMITH
VICE PRESIDENT

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "OCWEN REO TRUST" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 2007, AT 12:08 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "OCWEN REO, L.L.C." TO "OCWEN REO TRUST", FILED THE EIGHTEENTH DAY OF JULY, A.D. 2008, AT 3:40 O'CLOCK P.M.

CERTIFICATE OF STATUTORY TRUST REGISTRATION, FILED THE EIGHTEENTH DAY OF JULY, A.D. 2008, AT 3:40 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID STATUTORY TRUST, "OCWEN REO TRUST".

4423950 8100H

090323304



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7221983

DATE: 04-01-09

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:26 PM 09/17/2007
FILED 12:08 PM 09/17/2007
SRV 071021313 - 4423950 FILE

CERTIFICATE OF FORMATION

OF

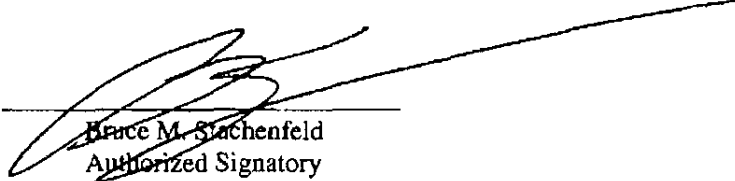
OCWEN REO, L.L.C.

1. The name of the limited liability company (the "Company") is:

Ocwen REO, L.L.C.

2. The address of its registered office in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned, an authorized signatory of the Company, has executed this Certificate of Formation of Ocwen REO, L.L.C. this 17th day of September, 2007.



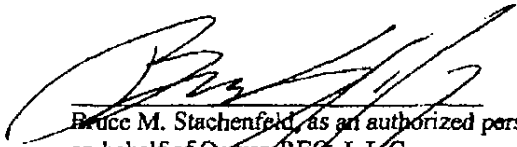
Bruce M. Stachenfeld
Authorized Signatory

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:40 PM 07/18/2008
FILED 03:40 PM 07/18/2008
SRV 080799192 - 4423950 FILE


STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
STATUTORY TRUST PURSUANT TO SECTION 3820
OF THE DELAWARE STATUTORY TRUST ACT

1. The name of the limited liability company immediately prior to the filing of this Certificate of Conversion is Ocwen REO, L.L.C. (the "Company").
2. The Company was first formed in the State of Delaware on September 17, 2007. The jurisdiction of the Company has not changed from the time of its formation to the time immediately prior to the filing of this Certificate of Conversion.
3. The name of the statutory trust as set forth in its Certificate of Trust is "Ocwen REO Trust".
4. This Certificate of Conversion shall be effective upon filing in the Office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion as of this 18th day of July, 2008.


Bruce M. Stachenfeld, as an authorized person
on behalf of Ocwen REO, L.L.C.

U.S. BANK TRUST NATIONAL ASSOCIATION,
not in its individual capacity, but solely as
Owner Trustee

By: 
Name: MILDRED F. SMITH
Title: VICE PRESIDENT