

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

**FILED**  
**Mar 06 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 # F94000002318 (3)**

1. Corporation Name  
**OCWEN ASSET MANAGEMENT INC.**



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

3. Date Incorporated or Qualified <b>05/05/1994</b>		4. FEI Number <b>65-0300358</b>		Applied For <input type="checkbox"/> Not Applicable
2. Principal Place of Business 21 Suite, Apt. #, etc 22 City & State 23 Zip Country 24	2a. Mailing Address 26 Suite, Apt. #, etc 27 City & State 28 Zip Country 29	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>
g. Name and Address of Current Registered Agent <b>ERBEY, JOHN R                  1675 PALM BEACH LAKES BLVD., STE. 1002                  WEST PALM BEACH FL 33401</b>		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 \_\_\_\_\_ DATE \_\_\_\_\_  
Signature, type or printed name of registered agent and fee if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>DPCE</b> <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>ERBEY, WILLIAM C</b>	1.2 NAME	
STREET ADDRESS	<b>1675 PALM BEACH LAKES BLVD., STE. 1002</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>WEST PALM BEACH FL</b>	1.4 CITY-ST-ZIP	
TITLE	<b>MS</b> <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>ERBEY, JOHN R</b>	2.2 NAME	
STREET ADDRESS	<b>1675 PALM BEACH LAKES BLVD., STE. 1002</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>WEST PALM BEACH FL</b>	2.4 CITY-ST-ZIP	
TITLE	<b>MCFO</b> <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>REICH, CHRISTINE A</b>	3.2 NAME	
STREET ADDRESS	<b>1675 PALM BEACH LAKES BLVD., STE. 1002</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>WEST PALM BEACH FL</b>	3.4 CITY-ST-ZIP	
TITLE	<b>SVAS</b> <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>DLUTOWSKI, JOSEPH A</b>	4.2 NAME	
STREET ADDRESS	<b>1675 PALM BEACH LAKES BLVD., STE. 1002</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>WEST PALM BEACH FL</b>	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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; 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 in an attachment with an address.

**SIGNATURE:** \_\_\_\_\_ **Joseph A. Dlutowski,** **561-682-8000**

CR2E034 (10/97)

**EXHIBIT "A"**

William C. Erbey	Chairman of the Board, President & CEO	1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401
John R. Erbey	Managing Director and Secretary	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
Mark S. Zeidman	Senior Vice President and Chief Financial Officer	1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401
Joseph A. Dlutowski	Senior Vice President and Assistant Secretary	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
Edwin D. Berry	Treasurer	1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401