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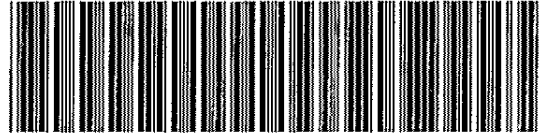
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 469827 4338458

AUTHORIZATION :

*Patricia Piggott*

COST LIMIT : \$ 90.00

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05 JUL -7 AM 9:29  
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TALLAHASSEE, FLORIDA

ORDER DATE : July 7, 2005

ORDER TIME : 1:26 PM

ORDER NO. : 469827-005

CUSTOMER NO: 4338458

CUSTOMER: Ms. Terri Denoncourt  
Ocwen Financial Corporation  
Post Office Box 24737

West Palm Beach, FL 33416-4737

ARTICLES OF MERGER

AVALON VACATION WEEKS, INC.

INTO

OCWEN LOAN SERVICING, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan

EXAMINER'S INITIALS: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Avalon Vacation Weeks, Inc. 1661 Worthington Road, Suite 100 West Palm Beach, FL 33409	Florida	Corporation
Florida Document/Registration Number: M15227		FEI Number: 59-2553955
2.		
Florida Document/Registration Number:		FEI Number:
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

*(Attach additional sheet(s) if necessary)*

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Ocwen Loan Servicing, LLC	Delaware	LLC
1661 Worthington Road, Suite 100		
West Palm Beach, FL 33409		

Florida Document/Registration Number: MO2000001240 FEI Number: 01-0681100

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

The date the Articles of Merger are filed with Florida Department of State

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

[illegible]

(Attach additional sheet(s) if necessary)

**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER**

AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of June 30, 2005, by and among Ocwen Loan Servicing, LLC, a Delaware limited liability company (the "Parent") and Avalon Vacation Weeks, Inc., a Florida corporation and a wholly-owned subsidiary of the Parent (the "Subsidiary").

WHEREAS the Subsidiary intends to merge into the Parent and the Parent desires to merge with the Subsidiary and remain as the surviving entity;

NOW, THEREFORE, in consideration of the premises and the representations, warranties, covenants and agreements contained herein, the parties hereto, intending to be legally bound hereby, agree as follows:

**ARTICLE I**  
**THE MERGER**

Section 1.1. **THE MERGER.** In accordance with the provisions of this Agreement and with the applicable laws of Delaware (the "State Laws"), at the Effective Time (as defined in Section 1.4 hereof), Subsidiary shall be merged with and into the Parent (the "Merger") and the separate corporate existence of Subsidiary shall cease. The Parent shall be the Surviving Entity in the Merger (hereinafter sometimes referred to as the "Surviving Entity") and shall continue its existence under the laws of the State of Delaware. The name of the Surviving Entity shall be that of the Parent. The Merger shall have the effects set forth in the State Laws.

Section 1.2. **FORMATION AND GOVERNING DOCUMENTS.** The Certificate of Formation and the By-laws of the Parent immediately prior to the Effective Time shall be the Certificate of Formation and By-laws of the Surviving Entity (the "Documents") immediately after the Effective Time.

Section 1.3. **MANAGEMENT.** The management of the Parent immediately prior to the Effective Time shall be the management of the Surviving Entity as of the Effective Time.

Section 1.4. **EFFECTIVE TIME; CONDITIONS.** Within 90 days of the date of this Agreement, Parent and Subsidiary will cause a certificate of merger or such equivalent document complying with the State Laws to be filed with the appropriate authority in accordance with the State Laws. The Merger shall become effective at the time and date of the filing of the certificate of merger or such equivalent document relating to the Merger with the appropriate authority (the "Effective Time").

**ARTICLE II**  
**CONVERSION OF SHARES**

Each share of common stock of Subsidiary (the "Subsidiary Common Stock") outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any

further action by the holder thereof, be converted into and become one unit of limited liability company interest ("Units") of the Surviving Entity (the "Surviving Entity Ownership Interest"). Each certificate, which immediately prior to the Effective Time represented outstanding shares of Subsidiary Common Stock shall, on and after the Effective Time, be deemed for all purposes to represent the number of units of Surviving Entity Ownership Interest into which the shares of Subsidiary Common Stock represented by such certificate shall have been converted pursuant to this Article II.

### ARTICLE III MISCELLANEOUS

Section 3.1 AMENDMENT. This Agreement and Plan of Merger shall not be amended other than pursuant to an amendment approved by the written consent of both parties hereto.

Section 3.2. GOVERNING LAW. This Agreement and Plan of Merger shall be governed by the laws of the State of Delaware.

Section 3.3 COUNTERPARTS. This Agreement and Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same agreement.

Section 3.4 HEADINGS. Headings are for reference purposes only and are not intended to modify any provision herein.


**IN WITNESS WHEREOF**, the parties hereto have caused this Agreement and Plan of Merger to be signed by their respective officers thereunto duly authorized as of the date first written above.

The MANAGERS of  
OCWEN LOAN SERVICING, LLC  
are:

William C. Erbey  
and  
Ronald M. Faris

1661 Worthington Road, Suite 100  
West Palm Beach, FL 33409

**Ocwen Loan Servicing, LLC**

By:   
Name: Ronald M. Faris  
Title: Manager & President

**Avalon Vacation Weeks, Inc.**

By:   
Name: Kevin J. Wilcox  
Title: Secretary