



THE UNITED STATES
CORPORATION
COMPANY

M98000000828

ACCOUNT NO. : 072100000032

REFERENCE : 898263 4338458

AUTHORIZATION :

Patricia Pizutto

COST LIMIT :

\$70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
-98 JUL 24 PM 3:19

ORDER DATE : July 21, 1998

ORDER TIME : 9:16 AM

ORDER NO. : 898263-005

CUSTOMER NO: 4338458

CUSTOMER: Ms. Patti Roehl
Ocwen Financial Corporation
The Forum - Suite 531
1675 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

\$ 285.00

300002597523--3

FOREIGN FILINGS

NAME: OAIC JACKSONVILLE, LLC

(Handwritten signatures and initials)

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

Handwritten notes and stamps:
7/24/98
M98000000828
98 JUL 24 AM 9:57
DIVISION OF CORPORATIONS
B/T



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 24, 1998

ROBERT TURNER
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: OAIC JACKSONVILLE, LLC
Ref. Number: W98000016939

RESUBMIT
Please give original
submission date as file date.

We have received your document for OAIC JACKSONVILLE, LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

In addition to the application documents, we must obtain a CERTIFICATE OF EXISTENCE from the Secretary of State of Delaware.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 898A00039352

RECEIVED
98 JUL 31 AM 9:52
DIVISION OF CORPORATION

RECEIVED
98 JUL 27 AM 11:31
DIVISION OF CORPORATION

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE
FLORIDA:

1. OAIC JACKSONVILLE, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not
so contained in the name at present.)

2. DELAWARE 3. 65-0850604
(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)
company is organized)

4. JULY 15, 1998 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to
exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 617.155, F.S.)

7. 1675 PALM BEACH LAKES BLVD. WEST PALM BEACH, FL 33401

REGISTERED ADDRESS: CSC, 1013 CENTRE ROAD, WILMINGTON, DE 19850
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>WILLIAM C. ERBEY</u>	<u>MANAGER</u>	<u></u>	<u></u>
<u>1675 PALM BEACH LAKES BLVD.</u>		<u></u>	
<u>WEST PALM BEACH, FL 33401</u>		<u></u>	
<u>CHRISTINE A. REICH</u>	<u>MANAGER</u>	<u></u>	<u></u>
<u>1675 PALM BEACH LAKES BLVD.</u>		<u></u>	
<u>WEST PALM BEACH, FL 33401</u>		<u></u>	
<u>PETER S. HOLTON</u>	<u>MANAGER</u>	<u></u>	<u></u>
<u>505 S. FLAGLER, STE. 1100</u>		<u></u>	
<u>WEST PALM BEACH, FL 33402</u>		<u></u>	
<u>OCWEN PARTNERSHIP, L.P.</u>	<u>MEMBER</u>	<u></u>	<u></u>
<u>A VIRGINIA LIMITED PARTNERSHIP</u>		<u></u>	
<u>REGISTERED ADDRESS:</u>		<u></u>	
<u>GEORGE C. HOWELL, III</u>		<u></u>	
<u>HUNTON & WILLIAMS</u>		<u></u>	
<u>951 E. BYRD STREET</u>		<u></u>	
<u>RICHMOND, VA 23219</u>		<u></u>	

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of OAIC JACKSONVILLE, INC.
_____ deposes and says:

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- 1) the above named limited liability company has at least ^{ONE}~~TWO~~ members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 1,000.00
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 1,000.00

OCWEN PARTNERSHIP, L.P., a Virginia
limited partnership

By: Ocwen General, Inc., a Virginia corporation,
its general partner

By: _____

Timothy J. Reynolds, Asst. Sec.

Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the limited liability company is:

OAIC JACKSONVILLE, LLC

2. The name and address of the registered agent and office is:

JOHN R. ERBEY

(Name)

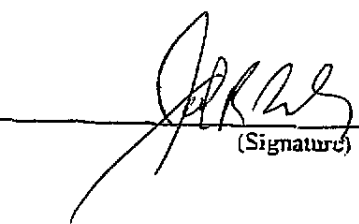
1675 PALM BEACH LAKES BLVD.

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

WEST PALM BEACH, FL 33401

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

7/21/98
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OAIC JACKSONVILLE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 24 PM 3:19

2920858 8300
981297159



9225767
07-30-98

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: