

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

NHP AFFORDABLE HOUSING CORPORATION-GOLDEN PARK SENIOR
APARTMENTS, a Florida corporation, document number P00000022084

NHP AFFORDABLE HOUSING CORPORATION-KINGSVIEW MANOR
APARTMENTS, a Florida corporation, document number P00000022097

NHP AFFORDABLE HOUSING CORPORATION-PINEVIEW VILLA, a Florida
corporation, document number P00000023258

NHP AFFORDABLE HOUSING CORPORATION-PRAXIS OF DEERFIELD
BEACH I, a Florida corporation, document number P00000022124

NHP AFFORDABLE HOUSING CORPORATION-VILLAS OF LEESBURG, a
Florida corporation, document number P00000022121

INTO

NHP AFFORDABLE HOUSING CORPORATION-CHASEWOOD
APARTMENTS, a Florida entity, P00000022111.

File date: January 16, 2002

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 607.1104, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NHP Affordable Housing Corporation- Golden Park Senior Apartments	FL	Corp.
Florida Document/Registration Number: <u>P00000022084</u>	FEI Number: <u>65-0985210</u>	
NHP Affordable Housing Corporation- Kingsview Manor Apartments	FL	
Florida Document/Registration Number: <u>P00000022097</u>	FEI Number: <u>65-0985201</u>	
NHP Affordable Housing Corporation- Pineview Villa	FL	Corp.
Florida Document/Registration Number: <u>P00000023258</u>	FEI Number: <u>65-0986001</u>	
NHP Affordable Housing Corporation- Praxis of Deerfield Beach I	FL	Corp.
Florida Document/Registration Number: <u>P00000022124</u>	FEI Number: <u>65-0986347</u>	
NHP Affordable Housing Corporation- Villas of Leesburg	FL	Corp.
Florida Document/Registration Number: <u>P00000022121</u>	FEI Number: <u>65-0985218</u>	

SECOND: The exact name, street of its principal office, jurisdiction, and entity type of the surviving company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NHP Affordable Housing Corporation- Chasewood Apartments	FL	Corp.
Florida Document/Registration Number: <u>P00000022111</u>	FEI Number: <u>65-0986002</u>	

THIRD: The attached Plan of Merger meets the requirements of section 607.1104, Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with the Florida Statutes.

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FOURTH: The plan of Merger was adopted by the board of directors of the surviving company on 12/28/01 and shareholder approval was not required pursuant to section 607.1104(1)(a), Florida Statutes.

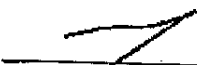




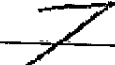
FIFTH: The Plan of Merger was adopted by the board of directors of the merging companies on 12/28/01 and shareholder approval was not required pursuant to section 607.1104(1)(a), Florida Statutes.

SIXTH: The merger shall become effective as of:

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

EIGHT: The Articles of Merger comply with section 607.1105, Florida Statutes.

NINTH: SIGNATURES FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signatures</u>	<u>Typed or Printed Name of Individual</u>
NHP Affordable Housing Corporation- Chasewood Apartments		William C. Erbey, Chairman and Chief Executive Officer
NHP Affordable Housing Corporation- Golden Park Senior Apartments		William C. Erbey, Chairman and Chief Executive Officer
NHP Affordable Housing Corporation- Kingsview Manor Apartments		William C. Erbey, Chairman and Chief Executive Officer
NHP Affordable Housing Corporation Pineview Villa		William C. Erbey, Chairman and Chief Executive Officer
NHP Affordable Housing Corporation- Praxis of Deerfield Beach I		William C. Erbey, Chairman and Chief Executive Officer
NHP Affordable Housing Corporation- Villas of Leesburg		William C. Erbey, Chairman and Chief Executive Officer

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PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with section 607.1104, Florida Statutes.

FIRST: The name of the parent corporation is Ocwen Financial Corporation, a duly existing Florida corporation.

SECOND: The exact name and jurisdiction of each subsidiary of Ocwen Financial Corporation to be merged (collectively the "Merging Companies") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
NHP Affordable Housing Corporation- Golden Park Senior Apartments	Florida
NHP Affordable Housing Corporation- Kingsview Manor Apartments	Florida
NHP Affordable Housing Corporation- Pineview Villa	Florida
NHP Affordable Housing Corporation-Praxis of Deerfield Beach I	Florida
NHP Affordable Housing Corporation- Villas of Leesburg	Florida

THIRD: The exact name and jurisdiction of the subsidiary of Ocwen Financial Corporation to survive the merger (the "Surviving Company") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
NHP Affordable Housing Corporation- Chasewood Apartments	Florida

FOURTH:

The manner and basis of converting the interests, shares, obligations or other securities of each of the Merging Parties into the interests, shares, obligations or other securities of the Surviving Party, in whole or in part, into cash or other property are as follows:

Each issued share and interest of the Merging Parties shall, at the effective time of the merger, be cancelled and, if applicable, returned and shall cease to exist, without any conversion thereof into shares or interest of the Surviving Party. The issued shares of the Surviving Party shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the merger shall continue to represent one issued share of the Surviving Party.

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FIFTH: Other provisions, if any, relating to the merger:

The Board of Directors and the proper officers of each the Merging Companies and the Board of Directors and the proper officers of the Surviving Company, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

SIXTH: Pursuant to section 607.1104(4), Florida Statutes, dissenting shareholders may exercise their dissenters rights under section 607.1320, Florida Statutes, to the extent they comply with the provisions of the Florida Business Corporation Act regarding the right of dissenting shareholders.

SEVENTH: Ocwen Financial Corporation, the sole shareholder of each of the Merging Companies and of the Surviving Company, waives the right to receive a copy or summary of the Plan of Merger.

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