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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 886407 4338458

AUTHORIZATION :

COST LIMIT : \$ 43.75

Patricia Pajito

ORDER DATE : November 3, 2000

ORDER TIME : 10:52 AM

ORDER NO. : 886407-005

CUSTOMER NO: 4338458

CUSTOMER: Ms. Cherryl Kirby
Owen Financial Corporation
The Forum
1675 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

DOMESTIC AMENDMENT FILING

400003451844--5

NAME: OCWEN SHELF II CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

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CONTACT PERSON: Janna Wilson

EXAMINER: *32* INITIALS *NON DO*

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
OCWEN SHELF II CORP.

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I.

The name of the corporation is Ocwen Shelf II Corp. (the "Company")

II.

Article I of the Articles of Incorporation of the Company is hereby amended to read in its entirety as follows:

ARTICLE I- NAME

The name of the Company is Ocwen Advisors, Inc. (hereinafter called the "Company")

III.

This Amendment to the Articles of Incorporation was duly adopted as of November 6, 2000, pursuant to Section 607.1003 of the Florida Business Corporation Act by Unanimous Written Consent of the sole Director and the sole Shareholder of the issued and outstanding shares of Common Stock of the Company.

IN WITNESS WHEREOF, the Company has caused these Articles of Amendment to be executed as of this 6th day of November, 2000.

OCWEN SHELF II CORP.

By: _____

William C. Erbey
Chairman and Chief Executive Officer