

P95000044809

OCWEN  
Financial Corporation

June 1, 1995

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: OCWEN CAPITAL MARKETS INC.

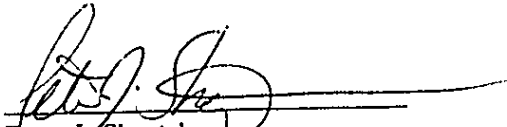
Dear Sir or Madam:

Enclosed for filing please find one original and one copy of the Articles of Incorporation of Ocwen Capital Markets Inc. Also enclosed is (i) a Designation and Acceptance of Registered Agent and (ii) a check for \$122.50 in payment of the filing fee.

Upon filing, please send a certified copy of the Articles of Incorporation to me at the return address listed below. If you have any questions or need any further information, please do not hesitate to contact me at (407) 681-8501.

Sincerely,

300001505143  
-06/02/95--01084--019  
\*\*\*\*122.50 \*\*\*\*122.50

  
Peter J. Sheptak  
c/o Ocwen Financial Corporation  
1675 Palm Beach Lakes Boulevard  
Suite 531  
West Palm Beach, Florida 33401

PJS/skw

Enclosures

The Forum • Suite 531 • 1675 Palm Beach Lakes Boulevard • West Palm Beach Florida • 33401

PETER J. SHEPTAK, DOCS/OCWEN INCORPORATED

**ARTICLES OF INCORPORATION  
OF  
OCWEN CAPITAL MARKETS INC.**

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is Ocwen Capital Markets Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The address of the principal office and the mailing address of this corporation are:

1675 Palm Beach Lakes Boulevard  
Suite 1000  
West Palm Beach, Florida 33401

**ARTICLE III  
CAPITAL STOCK**

The total number of shares of all classes of capital stock that this corporation shall have authority to issue is one thousand (1,000) shares of common stock, and the par value of each such share is one cent (\$.01).

**ARTICLE IV  
AFFILIATE TRANSACTIONS; CONTROL-SHARE ACQUISITIONS**

This corporation hereby expressly elects not to be governed by Fla. Stat. §607.0901, as the same may be amended or supplemented.

Fla. Stat. §607.0902, as amended or supplemented, shall not apply to control-share acquisitions of shares of this corporation.

**ARTICLE V  
INDEMNIFICATION**

This corporation shall, to the fullest extent permitted by the provisions of Fla. Stat. §607.0850, as the same may be amended and supplemented, indemnify any and all persons

whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### **ARTICLE VI INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of this corporation is 1675 Palm Beach Lakes Boulevard, Suite 1000, West Palm Beach, Florida 33401. The initial registered agent of this corporation at that office is John R. Erbey.


#### **ARTICLE VII EFFECTIVE DATE**

The corporate existence of this corporation shall begin on the date these Articles of Incorporation are filed.

#### **ARTICLE VIII INCORPORATOR**

The name and street address of the incorporator to these articles of incorporation is Peter J. Sheptak, 1675 Palm Beach Lakes Boulevard, Suite 1000, West Palm Beach, Florida 33401.

The undersigned incorporator has executed these Articles of Incorporation on June 1, 1995.

  
Peter J. Sheptak  
Incorporator

## DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

### DESIGNATION

Pursuant to the provisions of Fla. State, §607.0501, the undersigned corporation, organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

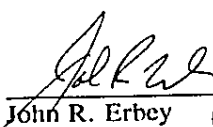
1. The name of the corporation is Owen Capital Markets Inc.
2. The name of the registered agent is John R. Erbey.
3. The address of the registered agent/registered office is:

1675 Palm Beach Lakes Boulevard  
Suite 1000  
West Palm Beach, Florida 33401

### ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Date: June 1, 1995

  
\_\_\_\_\_  
John R. Erbey  
Registered Agent