

P96000043457
NHPAHP Development Corporation

May 17, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-05/24/96--01084--001
*****78.75 *****78.75

Subject: NHPAHP Affordable Housing Corporation DC 1

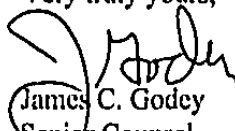
Dear Sir/ Madam:

Enclosed is one original and one copy of the Articles of Incorporation for the above-referenced entity and Acceptance of Registered Agent Designated in Articles of Incorporation and a check in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75) to cover the cost of the filing fee and a certified copy of the Articles of Incorporation..

Please return the stamped copy, certified copy and receipt to:

James C. Godey, Jr.
Suite 531
1675 Palm Beach Lakes Boulevard
West Palm Beach, Florida 33401

Very truly yours,


James C. Godey
Senior Counsel

JCG/tls
Enclosures

1675 Palm Beach Lakes Boulevard, Suite 531, West Palm Beach, Florida 33401
Telephone: (407) 681-8944 Facsimile: (407) 681-8163

B. REGISTER MAY 22 1996

ARTICLES OF INCORPORATION

OF

NHPAHP AFFORDABLE HOUSING CORPORATION DC 1

The undersigned incorporator hereby forms a corporation under Chapter 607 of laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

NHPAHP AFFORDABLE HOUSING CORPORATION DC 1

The address of the principal office of this Corporation shall be 1675 Palm Beach Lakes Boulevard, Suite 1002, West Palm Beach, Florida 33401, and the mailing address of the Corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the Corporation in the State of Florida shall be 1675 Palm Beach Lakes Boulevard, Suite 1002, West Palm Beach, Florida 33401, and the name of the initial registered agent of the Corporation at that address is John R. Erbey.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This Corporation shall have two directors, initially. The names and addresses of the initial members of the Board of Directors are:

William C. Erbey	1675 Palm Beach Lakes Boulevard Suite 1002 West Palm Beach, Florida 33401
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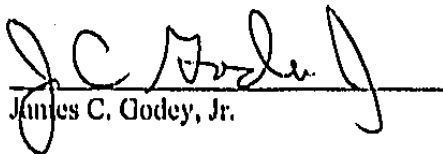
Barry N. Wish	1675 Palm Beach Lakes Boulevard Suite 1002 West Palm Beach, Florida 33401
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

James C. Godey, Jr.
1675 Palm Beach Lakes Boulevard
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 17th day of May, 1996.


James C. Codey, Jr.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ agent, in the state of Florida.

1. The name of the corporation is: NHPAHP Affordable Housing Corporation DC I
2. The name and address of the registered agent and office is:

John R. Erbey
1675 Palm Beach Lakes Boulevard
Suite 1002
West Palm Beach, Florida 33401

Having been named as registered agent and to accept service of process for the above stated corporation 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



John R. Erbey



Date



THE UNITED STATES
CORPORATION
COMPANY

P96000043457

ACCOUNT NO. : 072100000032

REFERENCE *Patricia Pyle* 160704A

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : March 11, 1997

ORDER TIME : 9:44 AM

ORDER NO. : 288716-005

CUSTOMER NO: 160704A

CUSTOMER: Mr. Jim Godey
Ocwen Financial Corporation
1675 Palm Beach Lakes Blvd.
5th Floor
West Palm Beach, FL 33401

7000002110187--1

DOMESTIC AMENDMENT FILING

NAME: NHPAHP AFFORDABLE HOUSING
CORPORATION DC1

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: _____

N. HENDRICKS MAR 11 1997

FILED
97 MAR 11 PM 12:44
DIVISION OF CORPORATION
RECEIVED
97 MAR 11 AM 10:50
DIVISION OF CORPORATION

AMENDMENT TO ARTICLES OF INCORPORATION
OF
NHPAHP AFFORDABLE HOUSING CORPORATION DCI

FILED
97 MAR 11 PM 12:44
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files this Amendment to Articles of Incorporation and hereby states that Article 1 of the Articles of Incorporation of NHPAHP Affordable Housing Corporation DCI dated on or about May 20, 1996 (the "Articles") shall be deleted and replaced with the following amended Article I:

ARTICLE I. NAME

The name of the Corporation shall be:

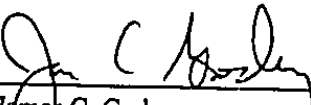
**NHPAHP AFFORDABLE HOUSING
CORPORATION VAI**

The address of the principal office of this Corporation shall be 1675 Palm Beach Lakes Boulevard, Suite 1002, West Palm Beach, Florida 33401, and the mailing address of the Corporation shall be the same.

The amendment was adopted by the incorporator without shareholder action. The date of adoption was May 20, 1996.

The Articles of the Corporation shall otherwise remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned incorporator has executed this Amendment to Articles of Incorporation this 20th day of May, 1996.


James C. Godey