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ACCOUNT NO. : 072100000032

REFERENCE : 342214 160704A

AUTHORIZATION : *Patricia Piziti*

COST LIMIT : \$ 87.50

ORDER DATE : April 24, 1997

ORDER TIME : 9:57 AM

ORDER NO. : 342214-005

CUSTOMER NO: 160704A

600002153326--4

CUSTOMER: Mr. Christopher T. Boldman
Ocwen Financial Corporation
1675 Palm Beach Lakes Blvd.
5th Floor
West Palm Beach, FL 33401

DOMESTIC AMENDMENT FILING

NAME: OCWEN FINANCIAL SERVICES, INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

97 APR 24 PM 1:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

4/24

Jon Amend
A.C.

D.K. P.W. S.P.

FILED

AMENDMENT TO ARTICLES OF INCORPORATION

97 APR 24 PM 1:29

OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

OCWEN FINANCIAL SERVICES, INC.

The undersigned officer hereby files this Amendment to Articles of Incorporation and hereby states that Article III of the Articles of Incorporation of Ocwen Financial Services, Inc. dated on or about October 10, 1996 (the "Articles") shall be deleted and replaced with the following amended Article III:


ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$.01 par value per share.

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

This amendment was unanimously approved by the shareholders.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to Articles of Incorporation this 23rd day of April, 1997.



I, Trevor Rozowsky
Senior Vice President

**CONSENT OF THE SHAREHOLDERS
OF OCWEN FINANCIAL SERVICES, INC.**

Pursuant to Florida Statutes 607.0704, the undersigned, being the sole shareholder of Ocwen Financial Services, Inc., a Florida corporation (the "Company"), hereby consents to the following amendment of the Articles of Incorporation of the Company:

RESOLVED, that Article III of the Company's Articles of Incorporation be deleted and restated in its entirety as follows:

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$.01 par value per share.

DATED: April 23, 1997

OCWEN FINANCIAL CORPORATION

By: _____

William C. Erbey
President

**UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF
OCWEN FINANCIAL SERVICES, INC.**

The undersigned, being the sole member of the Board of Directors of Ocwen Financial Services, Inc. (the "Company"), pursuant to the authority conferred by the Company's bylaws, does hereby consent to the adoption of the resolution below, taking and authorizing the actions specified therein:

RESOLVED, that effective on the date of filing with the Department of State of Florida, the Articles of Incorporation of the Company, which were approved and filed in the Office of the Secretary of State at Tallahassee, Florida, on October 10, 1996, be amended by striking Article III thereof in its entirety and substituting therefor the following:

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$.01 par value per share.

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the 23 day of April, 1997, and has directed that this Consent be filed with the Minutes of the Company.



William C. Erbey