

P96000084714



O C W E N  
Financial Corporation

October 9, 1996

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Subject: Owen Financial Services, Inc.

Dear Sir/ Madam:

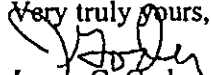
Enclosed are the original and one copy of the Articles of Incorporation and Acceptance of Registered Agent for the above-referenced entity along with a check in the amount of \$78.75.

Please return the stamped copy and receipt to:

James C. Godey, Jr.  
Suite 504  
1675 Palm Beach Lakes Boulevard  
West Palm Beach, Florida 33401

500001970825  
-10/10/96--01073--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Very truly yours,

  
James C. Godey  
Senior Counsel

FILED  
96 OCT 10 PM 3:42  
TALLAHASSEE, FLORIDA

Dmc  
10/14/96

ARTICLES OF INCORPORATION  
OF  
OCWEN FINANCIAL SERVICES, INC.

**FILED**  
96 OCT 10 PM 3:42  
TALLAHASSEE, FLORIDA

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:

**OCWEN FINANCIAL SERVICES, INC.**

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 one director, initially. The name and address of the initial member of the Board of Directors is:

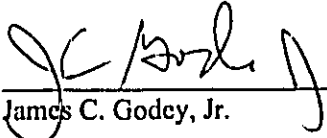
William C. Erbey	1675 Palm Beach Lakes Boulevard
	Suite 1002
	West Palm Beach, Florida 33401

ARTICLE VII. INCORPORATOR

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

James C. Godey, Jr., Esquire  
Suite 504  
1675 Palm Beach Lakes Boulevard  
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned incorporator has executed these  
Articles of Incorporation this 9<sup>th</sup> day of October, 1996.

  
\_\_\_\_\_  
James C. Godey, Jr.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

FILED

96 OCT 10 PM 3:42

TALLAHASSEE, FLORIDA

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: Ocwen Financial Services, Inc.
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

10/8/96  
Date



P96000084714

ACCOUNT NO. : 072100000032

REFERENCE : 342214 160704A

AUTHORIZATION : *Patricia Poynt*

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  
Owen 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:

*D.K. P.K. S.P.*

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

*4/24*  
*John Amend*  
*C.C.*

FILED

AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
OCWEN FINANCIAL SERVICES, INC.

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

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.**

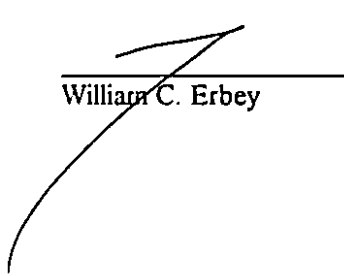
The undersigned, being the sole member of the Board of Directors of Ocwen Financial Services, Inc. (the "Company"), pursuant to the authority conferred by the Company's bylaws, does hereby consent to the adoption of the resolution below, taking and authorizing the actions specified therein:

**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