

P96000084714



ACCOUNT NO. : 072100000032  
REFERENCE : 638993 4338458  
AUTHORIZATION : Patricia Pizit  
COST LIMIT : \$ 96.25

FILED  
97 DEC 17 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 17, 1997  
ORDER TIME : 10:34 AM  
ORDER NO. : 638993-015  
CUSTOMER NO: 4338458

*Amend*

500002374905--9

CUSTOMER: Ms. Patti Roehl  
Owen Financial Corporation  
The Forum - Suite 531  
1675 Palm Beach Lakes Blvd.  
West Palm Beach, FL 33401

DOMESTIC AMENDMENT FILING

NAME: OCWEN FINANCIAL SERVICES, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
 RESTATED ARTICLES OF INCORPORATION

Name	12/17/97
EXAMINER	<i>POH</i>
W.P. Verifier	<i>POH</i>

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED  
97 DEC 17 PM 12:13  
DIVISION OF CORPORATION

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

**FILED**  
97 DEC 17 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned officer hereby files this Amendment of Articles of Incorporation and hereby states that Article III of the Articles of Incorporation (the "Articles") of Ocwen Financial Services, Inc. (the "Corporation"), dated on or about October 10, 1996, and amended on or about April 23, 1997, shall be deemed deleted and replaced with the following amended and restated Article III:

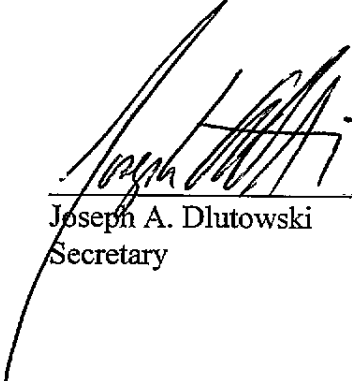
**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000,000 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 approved by a vote of a majority of the shares of the Corporation on December 16, 1997. The number of votes cast were sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to Articles of Incorporation this 16th day of December, 1997.

  
\_\_\_\_\_  
Joseph A. Dlutowski  
Secretary