

P970000 28785



ACCOUNT NO. : 072100000032

REFERENCE : 309501 160704A

AUTHORIZATION : *Patricia Payito*

COST LIMIT : \$ 122.50

ORDER DATE : March 27, 1997

ORDER TIME : 9:20 AM

ORDER NO. : 309501-005

300002125613--3

CUSTOMER NO: 160704A

CUSTOMER: Mr. Jim Godey
OCWEN FINANCIAL CORPORATION

1675 Palm Beach Lakes Blvd.
5th Floor
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: OCWEN CAPITAL CORPORATION

EFFECTIVE DATE: _

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

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:

W97-7126

RD #

FILED
97 MAR 31 AM 11:35
TALLAHASSEE, FLORIDA
97 MAR 27 1997

SN MAR 27 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 27, 1997

CSC NETWORK
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: OCWEN CAPITAL CORPORATION
Ref. Number: W97000007126

RESUBMIT

Please give original
submission date as file date.

We have received your document for OCWEN CAPITAL CORPORATION and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

THE REGISTERED OFFICE LISTED IN YOUR ARTICLES OF INCORPORATION MUST BE CONSISTENT THROUGHOUT THE DOCUMENT.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 797A00015548

97 MAR 27 11:00
CORPORATIONS

ARTICLES OF INCORPORATION
OF
OCWEN CAPITAL CORPORATION

FILED
97 MAR 31 AM 11:35
SECRETARY OF STATE
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 CAPITAL CORPORATION

The address of the principal office of this Corporation shall be 1675 Palm Beach Lakes Boulevard, Suite 1011, 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, including but not limited to borrowing and lending money, managing real estate, and all activities related to the ownership, sale, leasing, managing and financing of real estate.

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 1011 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:

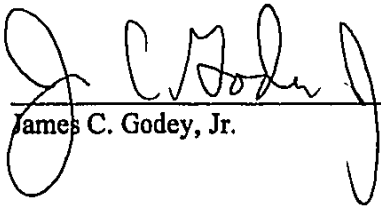
William C. Erbey	1675 Palm Beach Lakes Boulevard
	Suite 1013
	West Palm Beach, Florida 33401

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 26th day of March, 1997.


James C. Godey, 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: Ocwen Capital Corporation
2. The name and address of the registered agent and office is:

John R. Erbey
1675 Palm Beach Lakes Boulevard
Suite 1011
West Palm Beach, Florida 33401

FILED
97 MAR 31 AM 11:35
TALLAHASSEE, FLORIDA

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

3/26/97

Date