



THE UNITED STATES
CORPORATION
COMPANY

P970000 84434

ACCOUNT NO. : 072100000032

REFERENCE : 548016 160704A

AUTHORIZATION

COST LIMIT : \$ 131.25

ORDER DATE : September 30, 1997

ORDER TIME : 9:24 AM

ORDER NO. : 548016-005

600002307576--9

CUSTOMER NO: 160704A

CUSTOMER: Ms. Patti Roehl
OCWEN FINANCIAL CORPORATION

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

DOMESTIC FILING

NAME: LAKE WHITNEY ALF, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

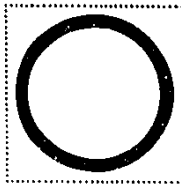
XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

FILED
97 SEP 30 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP 30 PM 12:16
OFFICE OF THE CLERK
STATE OF FLORIDA
SN SEP 30 1997.



O C W E N

September 29, 1997

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

RE: Lake Whitney ALF, Inc.

Ladies and Gentlemen:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input checked="" type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

ADDITIONAL COPY REQUIRED

FROM: Ocwen Financial Corporation
1675 Palm Beach Lakes Blvd. 10A
West Palm Beach, FL 33401

(561) 681-8797

Original and one copy of Articles included.

FILED
97 SEP 30 PM 12:16
TALLAHASSEE, FLORIDA
DEPT. OF STATE

ARTICLES OF INCORPORATION
OF
LAKE WHITNEY ALF, INC.

FILED

97 SEP 30 PM 12: 16

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 this Corporation shall be as follows: Lake Whitney ALF, Inc.

ARTICLE II. ADDRESS

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

ARTICLE III. NATURE OF BUSINESS

This Corporation may engage in or transact 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 jurisdiction.

ARTICLE IV. CAPITAL STOCK

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

ARTICLE V. 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, West Palm Beach, Florida 33401, and the name of the initial registered agent of the Corporation at that address shall be John R. Erbey.

ARTICLE VI. TERM OF EXISTENCE

The term of existence of this Corporation shall be perpetual.

ARTICLE VII. INITIAL DIRECTOR

All corporate powers of this Corporation shall be exercised by or under the authority, and the business and affairs of this Corporation shall be managed under the direction, of the Board of Directors of the Corporation. This Corporation shall have one initial director, whose name and address is as follows:

William C. Erbey
The Forum
Building A, Suite 1002
1675 Palm Beach Lakes Boulevard
West Palm Beach, Florida 33401

ARTICLE VIII. SOLE INCORPORATOR

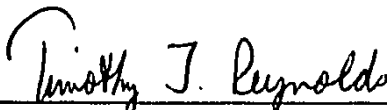
The name and street address of the sole incorporator of these Articles of Incorporation is as follows:

Timothy J. Reynolds
The Forum
Building A, Suite 521
1675 Palm Beach Lakes Boulevard
West Palm Beach, Florida 33401

ARTICLE IX. INDEMNIFICATION

This Corporation shall, to the fullest extent permitted by the provisions of Fla. Stat. §607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of September, 1997.



Timothy J. Reynolds, Sole Incorporator

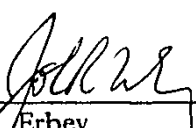
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: Lake Whitney ALF, Inc.
2. The name and address of the registered agent and office is:

John R. Erbey
The Forum
Building A, Suite 1002
1675 Palm Beach Lakes Boulevard
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

9/29/97

Date

FILED
97 SEP 30 PM 12:16
STATE
TREASURER
TALLAHASSEE, FLORIDA