

# P98000027758



ACCOUNT NO. : 072100000032

REFERENCE : 532642 4338458

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 253.75

ORDER DATE : December 29, 1999

ORDER TIME : 2:15 PM

ORDER NO. : 532642-005

CUSTOMER NO: 4338458

600003083736--7

CUSTOMER: Ms. Cherryl Kirby  
Ocwen Financial Corporation  
The Forum  
1675 Palm Beach Lakes Blvd.  
West Palm Beach, FL 33401

ARTICLES OF MERGER

BRIDGES ALF, INC., ET AL

INTO

OCWEN RESIDENTIAL MBS  
CORPORATION

RECEIVED  
99 DEC 29 PM 3:08  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
99 DEC 29 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*merger*  
*SF*  
*11/2/00*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BRIDGES ALF, INC., a FL corp., P97000058838

LAKE WHITNEY ALF, INC., a FL corp., P97000084434

EVERETT ALF, INC., a FL corp., P97000088116

STOCKTON ALF, INC., a FL corp., P98000042037

OCWEN CARD SOLUTIONS, INC., a FL corp., P94000036710

OCWEN CAPITAL MARKETS, INC., a FL corp., P95000044809

INTO

**OCWEN RESIDENTIAL MBS CORPORATION**, a Florida entity, P98000027758

File date: December 29, 1999

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 253.75



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 30, 1999

CSC  
Attn: Janine Lazzarini  
Tallahassee, FL

SUBJECT: OCWEN RESIDENTIAL MBS CORPORATION  
Ref. Number: P98000027758

RECEIVED  
00 JAN -7 PM 12:07  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for OCWEN RESIDENTIAL MBS CORPORATION. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a form for your convenience.

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 (850) 487-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 799A00060821

*Please give the documents 12/29/1999 as the  
file date. Thanks!*

*Patricia Pigato*

**RESUBMIT**

Please give original  
submission date as fil

FILED

99 DEC 29 PM 3: 36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

Bridges ALF, Inc.,  
Lake Whitney ALF, Inc.,  
Everett ALF, Inc.,  
Stockton ALF, Inc.,  
Ocwen Card Solutions, Inc., and  
Ocwen Capital Markets, Inc.

AND

Ocwen Residential MBS Corporation

To the Secretary of State  
State of Florida


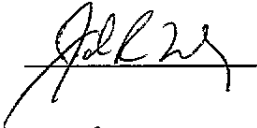

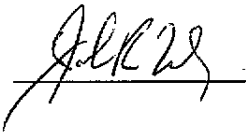



Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

1. The following is the Plan of Merger for merging Bridges ALF, Inc., Lake Whitney ALF, Inc., Everett ALF, Inc., Stockton ALF, Inc., Ocwen Card Solutions, Inc., and Ocwen Capital Markets, Inc. with and into Ocwen Residential MBS Corporation as approved and adopted by written consent of the shareholders of Bridges ALF, Inc., Lake Whitney ALF, Inc., Everett ALF, Inc., Stockton ALF, Inc., Ocwen Card Solutions, Inc., and Ocwen Capital Markets, Inc. entitled to vote thereon given on December 28, 1999, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of Ocwen Residential MBS Corporation entitled to vote thereon given on December 28, 1999 in accordance with the provisions of Section 607.0704 the Florida Business Corporation Act.

2. Ocwen Residential MBS Corporation will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

The effective time and date of the merger herein shall become effective upon the date the Articles of Merger are filed with Florida Department of State.

Executed on January 5, 2000.

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>Bridges ALF, Inc.</u>		<u>John R. Erbey</u> <u>Senior Managing Director and Secretary</u>
<u>Lake Whitney ALF, Inc.</u>		<u>John R. Erbey</u> <u>Senior Managing Director and Secretary</u>
<u>Everett ALF, Inc.</u>		<u>John R. Erbey</u> <u>Senior Managing Director and Secretary</u>
<u>Stockton ALF, Inc.</u>		<u>John R. Erbey</u> <u>Senior Managing Director and Secretary</u>
<u>Ocwen Card Solutions, Inc.</u>		<u>John R. Erbey</u> <u>Senior Managing Director and Secretary</u>
<u>Ocwen Capital Markets, Inc.</u>		<u>John R. Erbey</u> <u>Senior Managing Director and Secretary</u>
<u>Ocwen Residential MBS Corporation</u>		<u>John R. Erbey</u> <u>Senior Managing Director and Secretary</u>

PLAN OF MERGER adopted for Bridges ALF, Inc., Lake Whitney ALF, Inc., Everett ALF, Inc., Stockton ALF, Inc., Ocwen Card Solutions, Inc., and Ocwen Capital Markets, Inc., business corporations organized under the laws of the State of Florida, by resolution of their Board of Directors on December 28, 1999, and adopted for Ocwen Residential MBS Corporation, a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 28, 1999. The names of the corporations planning to merge are Bridges ALF, Inc., Lake Whitney ALF, Inc., Everett ALF, Inc., Stockton ALF, Inc., Ocwen Card Solutions, Inc., and Ocwen Capital Markets, Inc., business corporations organized under the laws of the State of Florida, and Ocwen Residential MBS Corporation, a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Bridges ALF, Inc., Lake Whitney ALF, Inc., Everett ALF, Inc., Stockton ALF, Inc., Ocwen Card Solutions, Inc., and Ocwen Capital Markets, Inc. plans to merge is Ocwen Residential MBS Corporation.

1. Bridges ALF, Inc., Lake Whitney ALF, Inc., Everett ALF, Inc., Stockton ALF, Inc., Ocwen Card Solutions, Inc., and Ocwen Capital Markets, Inc. and Ocwen Residential MBS Corporation shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Ocwen Residential MBS Corporation, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Bridges ALF, Inc., Lake Whitney ALF, Inc., Everett ALF, Inc., Stockton ALF, Inc., Ocwen Card Solutions, Inc., and Ocwen Capital Markets, Inc., which is sometimes hereinafter referred to as the "non-surviving corporations", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporations shall, at the effective time of the merger, be cancelled and, if applicable, returned and shall cease to exist, without any conversion thereof into shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporations and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporations and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporations and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporations and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.