

P98000036522



ACCOUNT NO. : 072100000032

REFERENCE : 601194 4338458

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 78.75

FILED
00 FEB 24 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 24, 2000

ORDER TIME : 3:52 PM

ORDER NO. : 601194-005

CUSTOMER NO: 4338458

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

500003146945--0

ARTICLES OF MERGER

DTS COMMUNICATIONS, INC.

INTO

OCWEN TECHNOLOGY XCHANGE, INC.

RECEIVED
00 FEB 24 PM 4:36
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

C. COULLIETTE FEB 25 2000

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

DTS COMMUNICATIONS, INC., a Florida corporation, P97000101801

INTO

OCWEN TECHNOLOGY XCHANGE, INC., a Florida entity, P98000036522

File date: February 24, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 78.75

ARTICLES OF MERGER

OF

DTS Communications, Inc.
AND
Ocwen Technology Xchange, Inc.

FILED
00 FEB 24 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 DTS Communications, Inc. with and into Ocwen Technology Xchange, Inc. as approved and adopted by written consent of the shareholders of DTS Communications, Inc. entitled to vote thereon given on February 17, 2000, 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 Technology Xchange, Inc. entitled to vote thereon given on Feb. 17, 2000 in accordance with the provisions of Section 607.0704 the Florida Business Corporation Act.

2. Ocwen Technology Xchange, Inc. 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 February 17, 2000.

DTS Communications, Inc.

By: 
Name: Trini L. Donato
Title: Senior Vice President and Secretary

Ocwen Technology Xchange, Inc.

By: 
Name: Trini L. Donato
Title: Senior Vice President and Secretary

PLAN OF MERGER adopted for DTS Communications, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on February 17, 2000, and adopted for Ocwen Technology Xchange, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on February 17, 2000. The name of the corporation planning to merge is DTS Communications, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which DTS Communications, Inc. plans to merge is Ocwen Technology Xchange, Inc.

1. DTS Communications, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Ocwen Technology Xchange, Inc., 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 DTS Communications, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", 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 corporation 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 at the effective time and date 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 corporation 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 corporation 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 corporation 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 corporation 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.