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PICK-UP WAIT MAIL

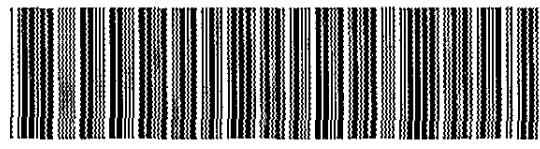
(Business Entity Name)

(Document Number)

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Merger

FILED
03 SEP 29 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
03 SEP 29 PM 12:43
U.S. DEPARTMENT OF STATE
DIVISION OF CONSULAR AFFAIRS
TALLAHASSEE, FLORIDA

*PR
9/30/03*



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 259791 4338458
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 70.00

ORDER DATE : September 29, 2003

ORDER TIME : 11:30 AM

ORDER NO. : 259791-005

CUSTOMER NO: 4338458

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

ARTICLES OF MERGER

SYNERGY SOFTWARE, INC.

INTO

OCWEN TECHNOLOGY XCHANGE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan EXT.1155

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

OF

Synergy Software, Inc.

AND

Ocwen Technology Xchange, Inc.

FILED
03 SEP 29 PM 4: 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the Florida wholly-owned subsidiary business corporation named below do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging **Synergy Software, Inc.** into **Ocwen Technology Xchange, Inc.**, as approved by the Board of Directors of the parent corporation on June 29, 2003.
2. The aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on June 29, 2003.
3. Shareholder approval was not required for the merger.
4. The effective time and date of the merger herein provided for shall be upon filing.

Executed on 6/29/2003

Ocwen Technology Xchange, Inc.

By: _____
Name: WILLIAM C. ERBEY
Title: CHAIRMAN

Synergy Software, Inc.

By: _____
Name: WILLIAM C. ERBEY
Title: CHAIRMAN

PLAN OF MERGER

"1. **Ocwen Technology Xchange, Inc.**, which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of **Synergy Software, Inc.**, which is also a business corporation of the State of Florida, hereby merges **Synergy Software, Inc.**, into **Ocwen Technology Xchange, Inc.**, pursuant to the provisions of the Florida Business Corporation Act.

"2. The separate existence of **Synergy Software, Inc.** shall cease at the effective time and date of the merger, and **Ocwen Technology Xchange, Inc.** shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

"3. The issued shares of **Synergy Software, Inc.** shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

"4. The Board of Directors and the proper officers of **Ocwen Technology Xchange, Inc.** 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.

**OCWEN TECHNOLOGY XCHANGE, INC.
UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
IN LIEU OF A MEETING**

The undersigned, being all of the members of the Board of Directors of Ocwen Technology Xchange, Inc., a Florida Corporation (the "Company"), acting pursuant to the authority conferred upon them by the Bylaws of the Company and by law, do hereby consent to the adoption of the resolutions below, taking and authorizing the actions specified therein:

WHEREAS, the Board of Directors deems it to be in the best interest of the Company to merge with Synergy Software, Inc. with the Company being the surviving entity, and pursuant to a certain Plan of Merger, a copy of which is attached hereto (the "Plan of Merger");

RESOLVED, that the Plan of Merger substantially in the form furnished to the Board of Directors of the Company, providing for the merger of Synergy Software, Inc. into the Company be and hereby is approved, and that the Plan of Merger shall be submitted for consideration by the shareholder of the Company, together with the recommendation of the Board of Directors that the Plan of Merger be so approved;


IN WITNESS WHEREOF, the parties hereto have executed this Unanimous Written Consent effective as of this 29th day of June 2003, and direct that this Unanimous Written Consent be filed with the Minutes of the Company.



William C. Erbey



John R. Erbey



Arthur D. Ringwald

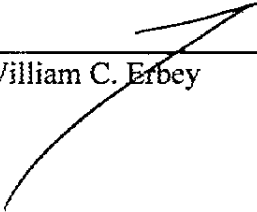
SYNERGY SOFTWARE, INC.
UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
IN LIEU OF MEETING

The undersigned, being all of the members of the Board of Directors of Synergy Software, Inc., a Florida corporation (the "Company") pursuant to the authority conferred upon them by the Bylaws of the Company and by law, do hereby consent to the adoption of the resolutions below, taking and authorizing the actions specified therein:

WHEREAS, the Board of Directors deem it to be in the best interest of the Company to merge into Ocwen Technology Xchange, Inc., a Florida corporation and pursuant to a certain Plan of Merger, a copy of which is attached hereto (the "Plan of Merger");

RESOLVED, that the Plan of Merger, substantially in the form furnished to the Board of Directors of the Company, providing for the merger of the Company into Ocwen Technology Xchange, Inc. be and hereby is approved, and that the Plan of Merger shall be submitted for consideration by the shareholder of the Company, together with the recommendation of the Board of Directors that the Plan of Merger be so approved;

IN WITNESS WHEREOF, the undersigned has executed this Written Consent effective as of the 29th day of June, 2003, and directs that this Written Consent be filed with the Minutes of the Company.



William C. Erbey



John R. Erbey