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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**CORPORATION
ANNUAL REPORT
1995**



**FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State
DIVISION OF CORPORATIONS**

DOCUMENT # S71209 (8)

1. Corporation Name
OCWEN FINANCIAL CORPORATION II

| | |
|--|--|
| Principal Place of Business 515 N. FLAGLER DRIVE PAVILION - 4TH FLOOR WEST PALM BEACH FL 33401 | Mailing Address 515 N. FLAGLER DRIVE PAVILION - 4TH FLOOR WEST PALM BEACH FL 33401 |
|--|--|

DO NOT WRITE IN THIS SPACE.

| | |
|--|--|
| 3. Date Incorporated or Qualified 08/06/1991 | 3a. Date of Last Report 05/01/1994 |
| 4. FEI Number 65-0348229 | Applied For <input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 8. This corporation has liability for intangible tax under S. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No | |

| | |
|--------------------------------|-------------------------|
| 2. Principal Place of Business | 2a. Mailing Address |
| 21. Suite, Apt. #, etc. | 26. Suite, Apt. #, etc. |
| 22. City & State | 27. City & State |
| 23. Zip Country | 28. Zip Country |
| 24. Zip | 25. Country |
| 29. Zip | 30. Country |

9. Name and Address of Current Registered Agent
**ERBEY, JOHN R.
515 N. FLAGLER DRIVE
PAVILION-4TH FLOOR
WEST PALM BEACH FL 33401**

10. Name and Address of New Registered Agent

| | |
|--|-----------|
| 81. Name | |
| 82. Street Address (P.O. Box Number is Not Acceptable) | |
| 83. | |
| 84. City | FL |
| 85. Zip Code | |

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when re-registering)

12. OFFICERS AND DIRECTORS

| | |
|----------------|------------------------------|
| TITLE | P |
| NAME | ERBEY, WILLIAM C |
| STREET ADDRESS | 515 N FLAGLER DR P400 |
| CITY-ST-ZIP | W PALM BEACH FL |
| TITLE | V |
| NAME | BARNES, JOHN R |
| STREET ADDRESS | 515 N FLAGLER DR P400 |
| CITY-ST-ZIP | W PALM BEACH FL |
| TITLE | |
| NAME | |
| STREET ADDRESS | |
| CITY-ST-ZIP | |
| TITLE | |
| NAME | |
| STREET ADDRESS | |
| CITY-ST-ZIP | |
| TITLE | |
| NAME | |
| STREET ADDRESS | |
| CITY-ST-ZIP | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | | |
|--------------------|------------------------------|--|
| 1.1 TITLE | D/CEO | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 1.2 NAME | | |
| 1.3 STREET ADDRESS | | |
| 1.4 CITY-ST-ZIP | | |
| 2.1 TITLE | SVP | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME | | |
| 2.3 STREET ADDRESS | | |
| 2.4 CITY-ST-ZIP | | |
| 3.1 TITLE | M/CFO | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 3.2 NAME | REICH, CHRISTINE A. | |
| 3.3 STREET ADDRESS | 515 N FLAGLER DR P400 | |
| 3.4 CITY-ST-ZIP | W PALM BEACH FL | |
| 4.1 TITLE | M | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 4.2 NAME | BROWN, RORY A. | |
| 4.3 STREET ADDRESS | 515 N FLAGLER DR P400 | |
| 4.4 CITY-ST-ZIP | W PALM BEACH FL | |
| 5.1 TITLE | M/S | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 5.2 NAME | ERBEY, JOHN R. | |
| 5.3 STREET ADDRESS | 515 N FLAGLER DR P400 | |
| 5.4 CITY-ST-ZIP | W PALM BEACH FL | |
| 6.1 TITLE | SVP/AS | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 6.2 NAME | WILHOIT, STEPHEN A. | |
| 6.3 STREET ADDRESS | 515 N FLAGLER DR P400 | |
| 6.4 CITY-ST-ZIP | W PALM BEACH FL | |

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Steph A. Wilhoit
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3-995
This (Type in Block 13)