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Amended and Restated Articles

Filed 11-4-92

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217838

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1992 NOV -4 PM 2:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 2, 1992

VIA FEDERAL EXPRESS

Department of State  
Division of Corporation  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Amended and Restated Articles of Incorporation of The  
Wackenhut Corporation

Dear Sir or Madam:

I have enclosed one copy of the Amended and Restated  
Articles of Incorporation of The Wackenhut Corporation to be  
filed, together with a check in the amount of \$87.50 representing  
the filing fee and fee for certified copy.

Please forward the certified copy of the Amended and  
Restated Articles of Incorporation in the enclosed self-addressed  
stamped envelope.

Very truly yours,

AKERMAN, SENTERFITT & EIDSON, P.A.

*Edward L. Ristaino*  
Edward L. Ristaino

ELR/mml  
Encl.

cc: James P. Rowan, Esq.  
Stephen K. Roddenberry, Esq.

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WACKENHUT-037

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Instant

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE WACKENHUT CORPORATION

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The articles of incorporation of The Wackenhut Corporation, originally filed with the Secretary of State of Florida on December 4, 1958, under the corporate name of Security Services Corp., are hereby restated as follows:

ARTICLE I

The name of this Corporation shall be:

THE WACKENHUT CORPORATION

ARTICLE II

The purpose for which the corporation is formed and the principal objects of business to be carried on by it are as follows:

(a) To contract for and provide any of the functions of Services of a private investigative agency, uniformed or ununiformed personnel, management consultation, advice, plans, surveys and systems for the safety, security control, protection and efficiency of persons, business, industrial and governmental firms and agencies.

(b) To engage in and carry on the business of manufacturing and producing, buying, selling or otherwise dealing in or with goods, wares and merchandise of every kind and description and to acquire, own, use, sell and convey, mortgage or otherwise encumber any real estate or personal property in whole or in part and in any manner whatever to acquire, own, dispose of franchises, licenses, options or rights in any real estate or personal property or other property interests.

(c) To engage in and carry on a general brokerage commission, forwarding and exporting and importing business and to act as factors, agents, commission merchants and dealers in the buying, selling or dealing in of goods, wares and merchandise of all kinds and descriptions.

(d) To conduct and engage in any business, occupation or enterprise and to exercise any power or authority which may be done by a private corporation organized and existing under and by virtue of Chapter 608, Florida Statute, it being the intention that this corporation may conduct and transact any business lawfully authorized and not prohibited by said Chapter 608, Florida Statutes.

### ARTICLE III

The maximum amount of shares of stock that this corporation shall be authorized to issue shall be 30,000,000 shares which are to be divided into two classes as follows:

20,000,000 shares of Common Stock, par value \$.10 per share, and 10,000,000 shares of Preferred Stock.

The Common Stock may be created and issued from time to time in one or more series with voting rights for each series as determined by the Board of Directors of the Corporation and set forth in the resolution or resolutions providing for the creation and issuance of the stock in such series. The Preferred Stock may be created and issued from time to time in one or more series with such designations, preferences, limitations, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof and determined by the Board of Directors of the Corporation and set forth in the resolution or resolutions providing for the creation and issuance of the stock in such series.

### ARTICLE IV

The principal place of business of this corporation shall be at 3280 Ponce de Leon Blvd., Coral Gables, Florida, or at such other place as may be designated by the Board of Directors from time to time. This corporation shall have full power and authority to transact business and to establish offices or agencies at such places as may be in the best interests of this corporation.

### ARTICLE V

This corporation is to exist perpetually.

### ARTICLE VI

The amount of capital with which this corporation will begin business is Five Hundred Dollars.

### ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors consisting of not less than three (3) nor more than nineteen (19) members, the exact number to be determined from time to time in the by-laws of this Corporation.

The Board of Directors shall have sole authority to adopt or amend by-laws for the government of this corporation.

### ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors, the President, and the Secretary and the Treasurer are:

G. DAVID PARRISH	220 Security Trust Bldg., Miami, Florida	President and Director
JOHN T. WOITSEK	220 Security Trust Bldg., Miami, Florida	Secretary and Director
GENE ESSNER	220 Security Trust Bldg., Miami, Florida	Treasurer and Director

ARTICLE IX

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefor (the sum of which values is not less than the amount of capital specified in Article VI) are:

G. DAVID PARRISH	220 Security Trust Bldg., Miami, Florida	167 shares	\$167.00
JOHN T. WOITSEK	220 Security Trust Bldg., Miami, Florida	167 shares	\$167.00
GENE ESSNER	220 Security Trust Bldg., Miami, Florida	167 shares	\$167.00
			<u>\$500.00</u>

ARTICLE X

The corporation shall have the following powers:

(a) To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct and to hold, utilize, enjoy and in any and all manner dispose of the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any person, firm, association or corporation.

(b) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulas and the like, which may seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

(c) To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all or any part of its branches, in any or all states, territories, districts and possessions of the United States of America and in foreign countries.

(d) The corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon corporations organized under the laws of the State of Florida now or hereafter in force, and the enumeration of any powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

#### ARTICLE XI

The Board of Directors, by the affirmative vote of a majority of the Directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the corporation as directors, officers or otherwise.

The authority vested in the Board of Directors by this Article XI shall include, in addition to the authority to establish salaries, the authority to establish the payment of bonuses, stock options and pension and profit-sharing plans.

#### ARTICLE XII

No holder of any of the shares of the capital stock of the corporation shall be entitled as of right to purchase or to subscribe for any unissued stock of any class, or any additional shares of any class, whether presently or hereinafter authorized, and also including without limitation, bonds, certificates of indebtedness, debentures, or other securities convertible into stock of the corporation or carrying any right to purchase stock of any class. Such unissued stock, or additional authorized issue of any stock, or other securities convertible into stock or carrying any right to purchase stock, may be issued and disposed of, pursuant to resolutions of the Board of Directors, to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

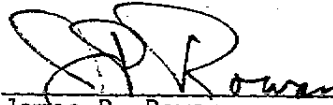
The Corporation shall indemnify every person who was or is a party or is or was threatened to be made a party to any action, suit or proceeding whether civil, criminal, administrative or investigative by reason of the fact he is or was a director, officer, employee, or agent, or is or was serving at the request of the Corporation as a director, officer, employee, agent or trustee of another corporation, partnership, joint venture, trust employee benefit plan or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, (except in such cases involving gross negligence or willful misconduct) in the performance of their duties, to the full extent permitted by applicable law. Such indemnification may, in the discretion of the Board of Directors, including advances of his expenses in advance of final disposition subject to the provisions of applicable law. Such right of indemnification shall not be exclusive of any right to which any director, officer, employee, agent or controlling stockholder of the Corporation may be entitled as a matter of law.

The foregoing restated articles of incorporation which integrate the original articles of incorporation of The Wackenhut Corporation and the amendments thereto, without further modification, were duly adopted at a Quarterly Meeting of the Board of Directors of the Corporation held on January 25, 1992 and duly adopted by the shareholders of the Corporation on April 24, 1992.

IN WITNESS WHEREOF, the undersigned President and Chief Operating Officer and the Assistant Secretary of the Corporation have executed these Restated Articles of Incorporation this 5th day of May, 1992.



Richard R. Wackenhut  
President and Chief  
Operation Officer



James P. Rowan  
Assistant Secretary

**CERTIFICATE**

I, the undersigned Vice President and Assistant Secretary of The Wackenhut Corporation, a Florida corporation (the "Corporation"), pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, does hereby certify as follows:

(a) The name of the Corporation is THE WACKENHUT CORPORATION.

(b) Article III of the Corporation's Articles of Incorporation is amended to read as follows:

**ARTICLE III**

The maximum number of shares of stock that the Corporation shall be authorized to issue shall be 30,000,000 shares which are to be divided into two classes as follows:

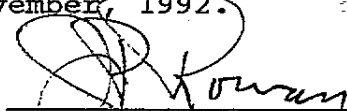
20,000,000 shares of Common Stock, par value  
\$.10 per share; and

10,000,000 shares of Preferred Stock.

The Common Stock may be created and issued from time to time in one or more series with voting rights for each series as determined by the Board of Directors of the Corporation and set forth in the resolution or resolutions providing for the creation and issuance of the stock in such series. The Preferred Stock may be created and issued from time to time in one or more series with such designations, preferences, limitations, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as determined by the Board of Directors of the Corporation and set forth in the resolution or resolutions providing for the creation and issuance of the stock in such series.

(c) The foregoing amendment to the Articles of Incorporation of the Corporation was duly proposed by the Corporation's Board of Directors on January 25, 1992 and approved by the Corporation's shareholders on April 24, 1992, pursuant to Section 607.1003 of the Florida Business Corporation Act. The number of votes cast in favor of the amendment by the shareholders of the Corporation was sufficient for approval of the amendment.

IN WITNESS WHEREOF, the undersigned has hereunto executed the Certificate this 2nd day of November, 1992.



James P. Rowan, Vice President and  
Assistant Secretary