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Amendment  
Filed 5-8-68

7 pgs

B-17838-p

**THE WACKENHUT CORPORATION**

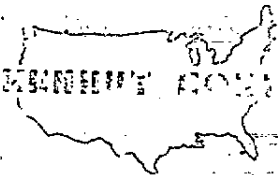
Amend ART III inc auth cap to  
8,500,000 sh com at \$.10 per  
sh; 1,500,000 sh Class B at  
\$.10 per sh and 500,000 sh  
Pref at \$1. per sh.

**FILED IN OFFICE OF SECRETARY  
OF STATE, STATE OF FLORIDA.**  
by. SA ..... on. .... 5-8-68 .....

**TOM ADAMS  
SECRETARY OF STATE**

THE WACKENHUT CORPORATION

Services for management and the professions



EXECUTIVE OFFICES  
3280 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA  
HIGHLAND 5-1481

2 May 1968

The Honorable Secretary of State  
State of Florida  
Tallahassee, Florida

Re: Amendment to Charter - The Wackenhut Corporation.

MAY 8 9 58 AM '68  
FILED

Dear Sir:

Reference is made to my letter to you dated 1 May 1968 in which we requested that you file one copy of the Composite Certificate of Incorporation of The Wackenhut Corporation in your office and certify the remaining three and return same to us. We inadvertently failed to enclose the Amendment to be filed in your office; therefore, I am enclosing "Certificate of Corporate Resolution" for filing in your office, along with our check in the amount of \$10.00 to cover the filing fee.

Very truly yours,

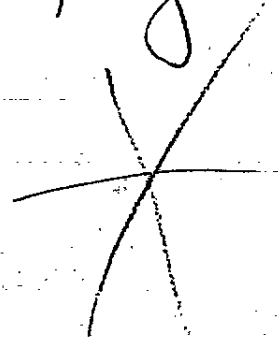
*Victor P. Keay*  
Victor P. Keay  
Vice President and  
Assistant Secretary

*OK*  
*201*  
*201*

Enclosures

C. TAX	
FILE	10.00
SEARCH	
SERIAL	
INDEX	10.00
TOTAL	10.00

MAY - 6 68 02 946 0 \*\*\*\*\*10.00





TOM ADAMS  
SECRETARY OF STATE

Secretary of State

STATE OF FLORIDA  
THE CAPITOL  
TALLAHASSEE

32304

May 8, 1968

Mr. Victor P. Keay, Vice President  
The Wackenhut Corporation  
3280 Ponce De Leon Boulevard  
Coral Gables, Florida

Dear Mr. Keay:

This acknowledges receipt of the amendment to the  
charter of The Wackenhut Corporation

and check for \$ 10.00 This amendment has been filed  
in this office on May 8, 1968.

Enclosed you will find invoice number 35743 for  
\$200.

Sincerely,

TOM ADAMS  
Secretary of State

By  
Roy L. Allen  
Director  
Corporations Division

RLA/  
ss  
Enclosure

corp-3  
1-12-68

CERTIFICATE OF CORPORATE RESOLUTION

THE WACKENHUT CORPORATION does hereby certify that the following is a true and correct copy of a Resolution approved by the Board of Directors of said corporation and by said Board proposed to and adopted by the stockholders at a meeting duly held on April 29, 1968:

RESOLVED: That Articles III of the Articles of Incorporation of THE WACKENHUT CORPORATION be and is hereby amended as follows:

1. The first sentence of Article III is amended to read in its entirety as follows:

"The maximum amount of capital stock this corporation shall be authorized to issue shall be 8,500,000 shares of Common Stock of the par value of 10 cents per share, 1,500,000 shares of Class B Stock of the par value of 10 cents per share and 500,000 shares of Preferred Stock of the par value of \$1.00 per share, all of which shares of all classes shall be issued only when fully paid and shall thereafter be non-assessable."

2. Paragraph two of Article III is amended to read in its entirety as follows:

"Holders of Common Stock and Class B Stock shall have one vote per share and holders of Preferred Stock of any series shall have one vote for each eight shares held, it being specified that there shall be no distinction between said classes of stock as to voting power, except as aforesaid, and such holders shall vote as a single class except as otherwise required by law."

3. The reclassification of Common Stock provided for in the last paragraph of Article III having been carried out and completed, said last paragraph is no longer necessary and is hereby deleted.

4. The following paragraphs are inserted at the end of Article III:

"To the extent permitted by Florida law, the Board of Directors or the duly constituted Executive Committee of the Corporation is authorized to issue Preferred Stock, to divide such stock by number from time to time, and to issue in designated series. The terms of any particular series shall be embodied in a certificate to be filed under the provisions of Florida Corporation law prior to the issuance of that series of shares."

"Dividends on all outstanding shares of Preferred Stock must be declared and paid, or set aside for payment, before any dividends can be declared and paid, or set aside for payment, on the shares of Common Stock or Class B Stock with respect to the same dividend period."

"In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of the Preferred Stock shall be entitled to, before any assets of the Corporation shall be distributed among or paid over to the holders of the Common Stock, an amount per share to be determined before issuance by the Board of Directors, together with a sum of money equivalent to the amount of any dividends declared thereon and remaining unpaid at the date of such liquidation, dissolution or winding up of the Corporation. After the making of such payments to the holders of the Preferred Stock, the remaining assets of the Corporation shall be distributed among the holders of the Common Stock and Class B Stock alone, according to the number of shares held by each. If, upon such liquidation, dissolution or winding up, the assets of the Corporation distributable as aforesaid

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among the holders of the Preferred Stock shall be insufficient to permit the payment to them of said amount, the entire assets shall be distributed ratably among the holders of the Preferred Stock.

"The authority of the Board of Directors and the duly constituted Executive Committee of the Corporation with respect to each series of Preferred Stock shall include the determination of all of the following and the shares of each series may vary from the other shares in the following respects:

- (a) The number of shares to constitute each series and the distinctive designation thereof.
- (b) The annual rate or rates of dividends payable on shares of such series and the dates such dividends shall commence to accrue.
- (c) The selling price (not less than par) and the amount or amounts payable upon redemption thereof and the manner of effecting such redemption.
- (d) Whether the series is convertible or not to other stock and if convertible, the terms and conditions on which the shares may be converted into another class of stock of the corporation.
- (e) Such other characteristics as the directors in their discretion may determine which are not adverse to other provisions of the Certificate of Incorporation or to applicable statutes."

CERTIFICATE OF APPROVAL OF STOCKHOLDERS OF THE WACKENHUT CORPORATION

At an Annual Meeting of the stockholders of THE WACKENHUT CORPORATION duly called and held on April 29, 1968, the foregoing amendment was proposed to the stockholders by the Board of Directors and was unanimously approved by the stockholders.

IN WITNESS WHEREOF, THE WACKENHUT CORPORATION has made this Certificate under its corporate seal and the hands of its President and Assistant Secretary this 2nd day of May, 1968.

THE WACKENHUT CORPORATION

  
George R. Wackenhut, President

(Corporate Seal)

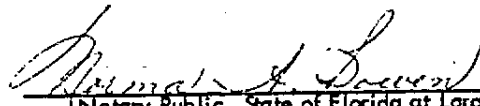
ATTEST:

  
Victor P. Keay, Assistant Secretary

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF DADE )

Before me personally appeared George R. Wackenhut, to me well known and known to me to be the individual described in and who executed the foregoing Certificate of Amendment of Certificate of Incorporation of THE WACKENHUT CORPORATION, and acknowledged before me that he executed the same pursuant to the provisions of Section 608.18 of the Florida Statutes and that the seal affixed thereto is the corporate seal of said corporation, and that the said instrument is the act of the said corporation.

WITNESS my hand and official seal at Coral Gables, Florida, this 2nd day of May, 1968.

  
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Notary Public, State of Florida at Large.

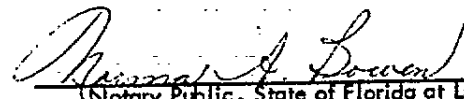
My COMMISSION EXPIRES:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES OCT. 2, 1970  
BONDED THROUGH FRED W. DIEBETZHOFF

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF DADE )

Before me personally appeared Victor P. Keay, to me well known and known to me to be the individual described in and who executed the foregoing Certificate of Amendment of Certificate of Incorporation of THE WACKENHUT CORPORATION, and acknowledged before me that he executed the same pursuant to the provisions of Section 608.18 of the Florida Statutes and that the seal affixed thereto is the corporate seal of said corporation and that the said instrument is the act of the said corporation.

WITNESS my hand and official seal at Coral Gables, Florida, this 2nd day of May, 1968.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large.

My COMMISSION EXPIRES:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES OCT. 2, 1970  
BONDED THROUGH FRED W. DIEBETZHOFF