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Amendment
Filed 5-8-68

7pgs

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.

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
Vice President and
Assistant Secretary

Enclosures

C. YAK	
FILE	10.00
S. YAK	
S. YAK	
FILE	10.00
FILE	10.00
S. YAK	
S. YAK	

MAY - 6 68 946 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 be-
tween 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 em-
bodied 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 dis-
tributed 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

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)

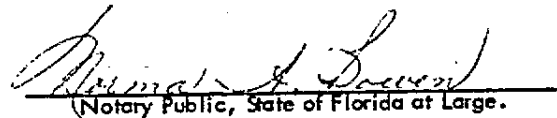
ATTEST:


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.


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. DIESTELHORST

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.

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