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Articles of Amendment  
Filed 5-23-94

4pgs.

217838

Akerman, Senterfit & Eisdor  
(Requestor's Name)

(Address)

(City, State, Zip) (Phone #) 222-3471

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96 MAY 23 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. The Wackenhut Corporation (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
- 2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) Amend
- 3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
- 4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_

- Walk in  Pick up time \_\_\_\_\_  Certified Copy
- Mail out  Will wait  Photocopy  Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
<input checked="" type="checkbox"/> Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	5/23/96
Dissolution/Withdrawal	LOH
Merger	LOH

OTHER FILINGS	
Annual Report	
Fictitious Name	

REGISTRATION/QUALIFICATION	
Foreign	

Trademark	
Other	

Examiner's Initials

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
THE WACKENHUT CORPORATION,  
a Florida corporation

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to provisions of Section 607.1006 of the Florida Business Corporation Act, The Wackenhut Corporation, a Florida corporation (the "Corporation"), hereby adopts the following Articles of Amendment:

- (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 60,000,000 shares which are to be divided into two classes as follows:

50,000,000 shares of Common Stock, par value \$0.10 per share, of which 3,858,885 shares are designated as Series A Common Stock and 46,141,115 shares are designated as Series B Common Stock; and

10,000,000 shares of Preferred Stock.

The Series A Common Stock and the Series B Common Stock may be issued from time to time as determined by the Board of Directors of the Corporation. The Series A Common Stock and the Series B Common Stock shall be identical in all respects except that the Series B Common Stock shall have no right to vote. 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. Shares of one class or series of the Company's capital stock may be issued through a stock dividend or stock split on shares of another class or series of the Company's capital stock.


- (c) The foregoing amendment to the Articles of Incorporation of the Corporation was duly authorized by the Corporation's Board of Directors on April 30, 1996, and pursuant to Section of 607.1003 of the Florida Business Corporation Act was recommended to the holders of the Corporation's Series A Common Stock and Series B Common Stock in a Proxy Statement

dated May 13, 1996. At a Special Meeting of Shareholders held on May 23, 1996, the foregoing amendment was approved by the holders of the Series A Common Stock and the Series B Common Stock, with each series voting separately. The number of votes cast for the foregoing amendment by the holders of the Series A Common Stock and the Series B Common Stock, with each series voting separately, were sufficient for approval by each such series.

(d) In accordance with Section 607.0123 of the Florida Business Corporation Act, this amendment shall be effective immediately upon filing with the Florida Department of State.

The undersigned Vice President, General Counsel and Assistant Secretary of the Corporation has executed these Articles of Amendment this 23rd day of May, 1996.

**THE WACKENHUT CORPORATION,**  
a Florida corporation

By:   
\_\_\_\_\_  
James P. Rowan  
Vice President, General Counsel and Assistant  
Secretary