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BASIC AMENDMENT

THE WACKENHUT CORPORATION

Handwritten signature and date: 5/14/02

Certificate of Status	1
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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF

THE WACKENHUT CORPORATION, a Florida corporation

Pursuant to the Florida Business Corporation Act, the Articles of Incorporation ("Articles of Incorporation") of The Wackenhut Corporation, a Florida corporation (the "Corporation"), are amended as follows:

- 1. Article V of the Articles of Incorporation is amended and restated as follows:

"ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 4200 Wackenhut Drive, Palm Beach Gardens, Florida 33410, and the name of the Corporation's registered agent at that address is F. E. Finizia."

- 2. A new Article VIII is hereby added to the Articles of Incorporation, as follows:

"ARTICLE VIII. INDEMNIFICATION

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 or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer 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, include advances of his expenses in advance or final disposition subject to the provisions of applicable law. Such right of indemnification shall not be exclusive of any right to which any director or officer may be entitled as a matter of law."

In accordance with Section 607.0123(1)(b) of the Florida Business Corporation Act, this Amendment shall be effective as of May 8, 2002.

The foregoing Amendment to the Articles of Incorporation of the Corporation was unanimously adopted and approved by the Corporation's directors as of May 8, 2002 and was approved by the Corporation's shareholders as of May 8, 2002, with the number of votes cast for such Amendment by the shareholders being sufficient for approval, in accordance with the applicable provisions of the Florida Business Corporation Act.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of this 8th day of May, 2002.

THE WACKENHUT CORPORATION

By: 

Name: Alan B. Bernstein

Title: President & Chief Executive Officer

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TO 27758#95500#03600 P.04/05

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MAY 13 2002 3:31 PM FR HOLLAND & KNIGHT

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That The Wackenhut Corporation having been organized under the laws of the State of Florida with its registered office as indicated in the Amended Articles of Incorporation at 4200 Wackenhut Drive, Palm Beach Gardens, Florida 33410, has named F. E. Finizia as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 8th day of May, 2002.


Name F. E. Finizia

{M1793291;1}