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Restated Articles
Filed 8-8-86

10 pgs.

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VS
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WACKENHUT

SECURITY SYSTEMS AND SERVICES THROUGHOUT THE WORLD

THE WACKENHUT CORPORATION
1500 SAN REMO AVENUE
CORAL GABLES, FLORIDA 33148

July 31, 1986

(305) 566-5656

Honorable George Firestone
Secretary of State
State of Florida
The Capitol
Tallahassee, FL 32301

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Attention: Corporation Division

Dear Mr. Firestone:

Enclosed is The Wackenhut Corporation's check for \$60 along with the original and three copies of the Restated Articles of Incorporation of The Wackenhut Corporation. Will you please file one copy and return to me three certified copies for our files here.

Your cooperation in this regard will be appreciated.

Sincerely,

James E. Hastings
James E. Hastings
Vice President and
General Counsel

FILED
AUG 8 10 06 AM '86
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

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Acknowledgment	B
W. P. Verifier	VS

Restated Articles

*permission of by
phon from Mr.
Hastings don't to add
the date of adoption
by the shareholders
8-8-86*

RESTATED
ARTICLES OF INCORPORATION
OF
THE WACKENHUT CORPORATION

FILED
Aug 8 10 06 AM '86
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 or 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 capital stock this Corporation shall be authorized to issue shall be 8,500,000 shares of Common Stock of the par value of Ten Cents (10¢) per share and 1,500,000 shares of Class B Stock of the par value of Ten Cents (10¢) per share, all of which shares of all classes shall be issued only when fully paid and shall thereafter be non-assessable. Each share of Common Stock and of Class B Stock shall have without distinction or discrimination the same and equal rights, privileges, designations, restrictions, qualifications, limitations as to pre-emptive rights and otherwise, distributions in liquidations or dissolution, and all other distinguishing characteristics except that

- (1) Dividends in cash or property per share paid on Class B Stock shall be 1% of the dividends in cash or property per share paid on Common Stock, and dividends in cash or property may be declared on Class B Stock only simultaneously with declaration of dividends in cash or property on Common Stock; and
- (2) The Class B Stock, at the option of the respective holders thereof, shall be convertible share for share, at the times and to the extent provided below, into fully paid and non-assessable Common Stock upon surrender to the Corporation of the Certificates of Class B Stock so to be converted, duly assigned in blank:

To the extent of the following percentages (computed on a cumulative basis on the 646,700 shares of Class B Stock to be issued pursuant to this amended Article III):

- 20% on or after May 1, 1967
- 20% on or after May 1, 1968
- 20% on or after May 1, 1969
- 20% on or after May 1, 1970
- 20% on or after May 1, 1971;

provided, however, no conversion shall be made during any period

between the declaration of a dividend on the Common Stock and the record date for the payment thereof.

The shares of Class B Stock shall be divided into five series of 129,340 shares each, convertible, respectively, on or after the dates specified above, and designated, respectively, series of 1967, series of 1968, series of 1969, series of 1970 and series of 1971. Each Certificate representing Class B Stock shall indicate by endorsement thereon the conversion date of the shares evidenced thereby, and each Certificate for shares of Class B Stock issued pursuant to transfer shall be of the same series and shall be issued with an endorsement specifying the same conversion date as that endorsed on the Certificate or Certificates surrendered for cancellation.

Upon the conversion of any shares of Class B Stock into shares of Common Stock, the number of shares of Class B Stock which the Corporation is authorized to have outstanding shall be reduced by the number of shares of Class B Stock so converted, and no other shares of Class B Stock may be issued in lieu of such converted shares; and at such time as there are no outstanding shares of Class B Stock, the entire authorization for shares of Class B Stock shall thereupon be deemed terminated without the necessity of any amendment to this Article III.

Until such time as all of the Class B Stock shall have been converted pursuant to the foregoing,

- (a) No stock split or combination of shares or other change of Common Stock or Class B Stock into a different number of shares of the same or any other class of stock shall be made unless at the same time a stock split or combination of share of change in shares, as the case may be, is made in the same precise ratable amount with respect to both the shares of Common Stock and the shares or each series of Class B Stock;
- (b) No dividend or distribution (other than dividends payable in cash or property pursuant to Clause (1) of this Article III) shall be declared or paid on the Common Stock or on the Class B Stock un-

less at the same time a dividend or distribution, as the case may be, is declared or paid in the same precise ratable amount upon both the shares of Common Stock and the shares of Class B Stock;

- (c) No dividend payable in Class B Stock shall be declared or paid on the Common Stock and no dividend payable in Common Stock shall be declared or paid on the Class B Stock; and
- (d) In the case of a Stock Dividend the various series of Class B Stock shall receive such dividend only in additional shares of the respective series.

Holders of Common Stock and Class B Stock shall have one vote per share 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.

In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the remaining assets of the Corporation shall be distributed among the holders of Common Stock and Class B Stock according to the number of shares held by each.

ARTICLE IV

The principal place of business of this corporation shall be at 3280 Ponce de Leon Boulevard, 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. WOITESEK	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. WOITESEK	220 Security Trust Bldg., Miami, Florida	167 shares	\$167.00
GENE ESSNER	220 Security Trust Bldg., Miami, Florida	167 shares	\$166.00
			<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 is-

sue, 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 special meeting of the board of directors of the Corporation held on July 26, 1986.

Adopted by the shareholders on the 25th day of April, 1986.

IN WITNESS WHEREOF, the undersigned President and Assistant Secretary of the Corporation have executed these Restated Articles of Incorporation, this 26 day of July, 1986.


Richard R. Wackenhut, President


James E. Hastings, Assistant Secretary

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, a notary public authorized to administer oaths and to take acknowledgments in the State and County set forth above, personally appeared Richard R. Wackenhut, known to me and known by me to be the person who executed the foregoing Restated Articles of Incorporation as President of The Wackenhut Corporation.

SWORN TO and subscribed before me, this 26 day of July, 1986.

Linda M. Forehand
Notary Public, State of
Florida at Large

My Commission expires:

LINDA M. FOREHAND
NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES AUGUST 27, 1988