

217838

Amendment
Filed 11-30-92

800002519998--7

217838

AKERMAN, SENTERFITT & EIDSON, P. A.

ATTORNEYS AT LAW

ONE BRICKELL SQUARE
24TH FLOOR
801 BRICKELL AVENUE
MIAMI, FLORIDA 33131-2948
(305) 374-5600
TELECOPY (305) 374-5085

November 9, 1992

11/10
RECEIVED
NOV 10 1992

VIA FEDERAL EXPRESS

Department of State
Division of Corporation
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Amendment to the Articles of Incorporation
of The Wackenhut Corporation

Dear Sir or Madam:

I have enclosed one copy of the Articles of Amendment to the
Articles of Incorporation of The Wackenhut Corporation to be
filed, together with a check in the amount of \$87.50 representing
the filing fee and fee for certified copy.

Please forward the certified copy of the Articles of
Amendment to the Articles of Incorporation in the enclosed self-
addressed stamped envelope.

Very truly yours,

AKERMAN, SENTERFITT & EIDSON, P.A.

Edward L. Ristaino
Edward L. Ristaino

ELR/mml
Encl.

cc: James P. Rowan, Esq.
Stephen K. Roddenberry, Esq.

Edward L. Ristaino
~~11/10/92~~

WACKENHUT-037

*Completed
by [unclear]*

*Mr. Ristaino authorized
to add director to
signature*

FILED
NOV 30 PM 12:02



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

November 19, 1992

EDWARD L. RISTAINO
801 BRICKELL AVE., 24TH FLOOR
ONE BRICKELL SQUARE
MIAMI, FL 33131-2948

SUBJECT: THE WACKENHUT CORPORATION
Ref. Number: 217838

We have received your document for THE WACKENHUT CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s).

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

Letter Number: 592A00005972

AKERMAN, SENTERFITT & EIDSON, P. A.

ATTORNEYS AT LAW

ONE BRICKELL SQUARE
24TH FLOOR
801 BRICKELL AVENUE
MIAMI, FLORIDA 33131-2948
(305) 374-5800
TELECOPY (305) 374-5095

FILED
92 NOV 30 PM 12:02
TALLAHASSEE, FLORIDA

November 24, 1992

VIA FEDERAL EXPRESS

Louise Fleming, Corporate Specialist
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

RE: Reference Number 217838
Letter Number 59200005972

Dear Ms. Fleming:

Ms. Linda Stitt sent me the above-referenced letter (a copy of which is enclosed) concerning the filing of an Amended and Restated Articles of Incorporation of The Wackenhut Corporation. The filing has been revised as requested in Ms. Stitt's letter and returned for filing. Please return a certified copy of this filing to me in the enclosed self-addressed stamped envelope provided for your convenience.

Please feel free to call me if you have any questions concerning this filing.

Very truly yours,

AKERMAN, SENTERFITT & EIDSON, P.A.

Edward L. Ristaino
Edward L. Ristaino

ELR:lej

Enclosures

ELR:WACKENHUT-046

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

FILED

NOV 30 11:12:02

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 for the purpose of amending the numbers, designations and classes of capital stock which the Corporation is authorized to issue.

(a) The name of the Corporation is THE WACKENHUT CORPORATION.

(b) The following amendment was duly adopted by the Corporation's Board of Directors pursuant to Section 607.1002 of the Florida Business Corporation Act without shareholder action and shareholder action on this amendment was not required. 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 30,000,000 shares which are to be divided into two classes as follows:

20,000,000 shares of Common Stock, par value \$0.10 per share, of which 4,108,885 shares are authorized to be issued as Series A Common Stock and 4,108,885 shares are authorized to be issued as Series B Common Stock; and

10,000,000 shares of Preferred Stock.

The Common Stock may be created and issued from time to time in one or more series with voting rights for each series 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. 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.

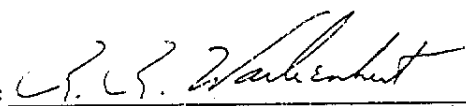
The Corporation has authorized the issuance of a series of Common Stock consisting of 4,108,885 shares of voting Common Stock, par value \$.10 per share which shall be designated as the Series A Common Stock. The Corporation has authorized the issuance of a series of Common Stock consisting of 4,108,885 shares of non-voting Common Stock, par value \$.10 per share which shall be designated as the Series B Common Stock. 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.

(c) The foregoing amendment to the Articles of Incorporation of the Corporation was duly adopted by the Corporation's Board of Directors on October 31, 1992, pursuant to Section 607.1002 of the Florida Business Corporation Act.

(d) In accordance with Section 607.0123(1)(a) of the Florida Business Corporation Act, this amendment shall be effective upon filing of these Articles of Amendment by the Department of State of the State of Florida.

The undersigned President of the Corporation has executed these Articles of Amendment this 31st day of October, 1992.

THE WACKENHUT CORPORATION,
a Florida corporation

By: 
Richard R. Wackenhut, President
and Director