

217838

Amendment  
Filed 11-30-92

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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) 374-5095

November 9, 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.

WACKENHUT-037

*Completed  
by [signature]*

*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) 374-5600  
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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 PM 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