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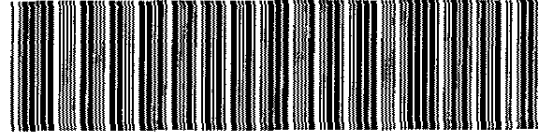
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

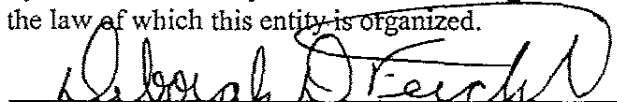
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Securicor New Century, LLC
2. Jurisdiction of its organization: Virginia
3. Date authorized to do business in Florida: 11/13/96

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 08/01/05
5. New name of the limited liability company: G4S Youth Services, LLC
6. If the amendment changes the period of duration, indicate new period of duration: _____
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: _____
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: _____
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized representative of a member

Deborah D. Feichtel, CFO

Typed or printed name of signee

Filing Fee: \$25.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the articles of amendment filed in the Clerk's Office of the Commission on August 12, 2005 by G4S Youth Services, LLC, a Virginia limited liability company.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
August 15, 2005*

Joel H. Peck
Joel H. Peck, Clerk of the Commission

SECURICOR NEW CENTURY, L.L.C.

ARTICLES OF AMENDMENT
TO CHANGE THE NAME OF THE COMPANY

The undersigned, pursuant to Section 13.1-1014 of the Code of Virginia of 1950, as amended, executes these articles and states as follows:

1. Current Name. The current name of the limited liability company is "Securicor New Century, L.L.C."
2. Amendment. The name of the limited liability company is changed to "G4S Youth Services, LLC."
3. Consent. The foregoing amendment was adopted on August 1, 2005, by unanimous written consent of the members of the limited liability company.

Date: August 1, 2005

By: Gail Y. Browne
Gail Y. Browne, Manager

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, AUGUST 12, 2005

The State Corporation Commission has found the accompanying articles submitted on behalf of

G4S Youth Services, LLC
(formerly known as SECURICOR NEW CENTURY, L.L.C.)

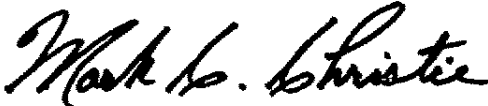
to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the
Commission, effective August 12, 2005.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, reading "Mark L. Christie". The signature is written in a cursive, flowing style.

Commissioner