

P39347

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June 11, 1997

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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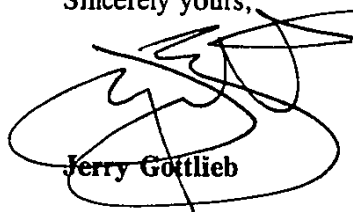
IN RE: LOUISIANA CORRECTION SERVICES, INC.

To Whom It May Concern:

Please find our *Application by Foreign Profit Corporation To File Amendment To Application For Authorization To Transact Business In Florida* pursuant to §607.1054, Florida Statutes. We are also enclosing an original certificate from the State of Louisiana evidencing the amendment and our check in the amount of \$87.50 to cover the filing fee (\$35) and for the cost to provide us with a certified copy of the filing.

Should you have any questions or wish to discuss this matter further, please feel free to contact us.

Sincerely yours,



Jerry Gottlieb

fl
Encs.

FILED
97 JUN 16 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials/signature

NC Amend.

**PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(PURSUANT TO §607.1504, F.S.)**

**SECTION I
(1-3 MUST BE COMPLETED)**

- 1 The name of the corporation as it appears on records of the Department of State is

LOUISIANA CORRECTIONS SERVICES, INC.
- 2 The corporation was originally incorporated under the laws of the state of: **LOUISIANA**
- 3 The corporation was authorized to do business in Florida on: **June 17, 1992 (document number P39347).**

97 JUN 16 AM 8:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

- 4 If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? **APRIL 21, 1997.**
- 5 The name of the corporation after the amendment is:

LCS CORRECTIONS SERVICES, INC.
- 6 The amendment does not change the period of duration.
- 7 The amendment does not change the jurisdiction of corporation.

Dated: June 11, 1997



JAMES B. EVANS, President



RICHARD GOTTLIEB, Secretary

UNITED STATES OF AMERICA
State of Louisiana

Box McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that the annexed transcript was prepared by and in this office from the record on file, of which purports to be a copy, and that it is full, true and correct.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

APR 21 1997

Box McKeithen

Secretary of State



**RESTATED
ARTICLES OF INCORPORATION
OF
LCS CORRECTIONS SERVICES, INC.**

**UNITED STATES OF AMERICA
STATE OF FLORIDA
COUNTY OF PINELLAS**

=====

BE IT KNOW, that on this 1st day of April, 1997, before me, the undersigned authority, a Notary Public in and for said State and County, duly commissioned and qualified as such, personally came and appeared:

James B. Evans, President of Louisiana Corrections Services, Inc., a Louisiana Corporation (hereinafter the "Corporation") and *Richard Gottlieb*, Secretary of the Corporation,

and in the presence of the witnesses hereinafter named and undersigned, declared that, availing themselves of the provisions of the *Louisiana Business Corporation Law*, as follows:

THAT a Special Meeting of shareholders was held on February 18, 1997; at which meeting 100% of the issued and outstanding shares of voting stock were present;

THAT of the total votes cast, 100% of the votes were cast in favor of the amended and restated *Articles of Incorporation* as set forth herein.

THAT these *Restated Articles* accurately copy the articles and all amendments thereto in effect at the date of this restatement without substantive change except as made by the new amendments contained herein, to wit: the change of name as set forth in Article I and the elimination of all matters set forth in any amendment previously adopted by the Board with respect to preferred stock, no shares of which were outstanding or issued.

THAT in accordance with the votes cast, they do, by these presents, amend and restate the *Articles of Incorporation* of the Corporation originally dated January 8, 1990, as amended on November 8, 1995, as follows:

**ARTICLE I.
NAME**

The name of this Corporation is *LCS Corrections Services, Inc.*

**ARTICLE II.
PURPOSE AND OBJECTS**

This Corporation is formed for the purpose of engaging in any lawful activity authorized under the Business Corporation laws of the State of Louisiana.

**ARTICLE III.
DURATION**

This Corporation shall exist, continue and enjoy perpetual existence.

**ARTICLE IV.
DISSOLUTION**

This Corporation may be dissolved at a special meeting called for that purpose, after due notice given, by a two-thirds (2/3) vote of the total voting power of the shareholders.

**ARTICLE V.
COMMON STOCK**

The authorized capital stock of this Corporation shall include TEN THOUSAND (10,000) shares of fully participating voting Class A common stock without par value. The stock of this Corporation shall be issued only for cash, property, or services actually rendered to the Corporation. By the term "property or services actually rendered to the Corporation," is meant, such property or services which the Board of Directors shall deem appropriate, including, but not limited to, the securing of credit/financing, industry, labor, or work actually performed for or on behalf of the Corporation, and certain types of expertise in technical, experimental, professional, or consultation fields of endeavor which are considered necessary to the Corporation.

The Board of Directors shall fix the terms and conditions of sale and the time for payment of all stock sold. The evaluation placed by the Board of Directors upon any consideration other than cash paid for the stock of this Corporation shall be conclusive, as provided in Section 520 of the Louisiana Business Corporation law.

The stock of this Corporation shall be fully paid and non-assessable when issued; shall be represented by certificates and shall be personal property. No transfer of stock of the Corporation shall be binding upon the Corporation unless the transfer is made in accordance with this charter and the bylaws of this Corporation and recorded in the books thereof.

**ARTICLE VI.
PRE-EMPTIVE RIGHTS**

Shareholders of this Corporation shall have pre-emptive rights. Without any action by the shareholders, shares of stock of this Corporation may be issued by the Corporation from time to time and for such consideration as may be fixed by the Board

of Directors of said Corporation and under the directions of the said Board of Directors, and any and all such shares issued shall be offered to the other shareholders who shall have the first option to purchase such shares at such price in proportion of their holdings, except that if any shareholder or shareholders should fail to exercise such option, the remaining shareholders shall have the right to purchase all of said stock at the said price. If, at the expiration of fifteen (15) days from and after the date that the Board of Directors has decided to issue additional shares of stock, the other shareholders have failed to exercise the option to purchase the same at the said price, then and in such event, the said shares of stock so issued may be sold to any third party for such price. No transfer of shares of stock, may as the result of the action of the Board of Directors to issue additional shares of stock without first offering same to the then shareholders as hereinabove set forth, shall be valid and any such transfers shall be null, void and of no effect. Any and all such shares of stock which are property issued, if the full, fixed consideration, whether cash and/or property and/or services for such shares shall have been paid or delivered to said Corporation, shall be deemed full paid stock and shall not be liable to any further call or assessment, and the holders of such shares shall not be liable for any further payment thereof.

**ARTICLE VII.
VOTING OF SHARES**

All voting at shareholders' meetings is vested in the holder of the shares of the Corporation's common stock and each shareholder shall be entitled to one (1) vote, either in person or by proxy, for each share of stock standing in his name on the books of the Corporation.

**ARTICLE VIII.
RESTRICTION ON ALIENATION OF STOCK**

The alienation of all stock of this Corporation is burdened with the restrictions that are set forth in the by-laws of this Corporation.

**ARTICLE IX.
REDEMPTION**

The Corporation may purchase and/or redeem its own shares in a manner and under the conditions provided in Louisiana Revised Statute 12:41, 12:55. Such shares so purchased (unless it is desired that said shares shall be canceled) shall be considered

treasury shares and may be reissued and deposited as authorized by law, or may be canceled and the capital stock reduced, as the Board of Directors may from time to time determine.

**ARTICLE X.
MEETING OF SHAREHOLDERS**

The general annual meeting of the shareholders for the election of directors may be held anywhere in or outside of the State of Louisiana. Notice thereof shall be given in the manner set forth in the bylaws. Failure for any cause whatsoever to hold an annual meeting of the shareholders, or the failure to elect Directors at such meeting shall not effect or vitiate the Corporation's existence. The annual shareholders' meeting shall be on the date fixed in the by-laws of the Corporation.

Shareholders' meetings may be called as provided in the by-laws. Whenever the affirmative vote of shareholders is required to authorize or constitute a Corporation's action, the consent in writing to such action, certified by the shareholders having that proportion of the total voting power which would be required to authorize or constitute such action, shall be sufficient for that purpose, without the necessity of a formal meeting. Such consent shall be filed in the corporate minute book if the consent is signed by fewer than all of the shareholders to any action taken pursuant to such consent. Consent in writing may be signed by the shareholders having that proportion of the total voting power which would be required to authorize or constitute such action at a formal meeting.

**ARTICLE XI.
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

No director or officers of this Corporation shall be personally liable to this Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for breach of the director's or officer's duty of loyalty to this Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 92 (D) of the Louisiana Business Corporation Law, or (iv) for any transaction from which the director or officer derived an improper personal benefit. If the Louisiana Business Corporation Law is hereafter amended to authorize corporate action further limiting or eliminating the personal liability of directors and officers, then the liability

of each director and officer of this Corporation shall be limited or eliminated to the full extent permitted by the Louisiana Business Corporation Law as so amended from time to time. Neither the amendment nor repeal of this Article, nor the adoption of any provision of this Corporation's Articles of Incorporation inconsistent with this Article shall eliminate or reduce the effect of this Article, in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

**ARTICLE XII.
REGISTERED OFFICE**

The location of this Corporation's registered office is:

4024 Woodlake Drive
Baton Rouge, LA 70817

**ARTICLE XIII.
REGISTERED AGENT**

The full name and address of the Registered Agent of this Corporation are:

Michael W. LeBlanc
4024 Woodlake Drive
Baton Rouge, LA 70817

**ARTICLE XIV.
OFFICERS**

The name and address of the first officers of the Corporation are as follows:

President	James B. Evans 2475 Enterprise Road Suite #300 Clearwater, FL 34623
Vice President/ Operations	Michael W. LeBlanc 4024 Woodlake Drive Baton Rouge, LA 70817

RESTATED ARTICLES OF INCORPORATION

PAGE 6

Secretary Richard Gottlieb
2475 Enterprise Road
Suite #100
Clearwater, FL 34623

Treasurer L. Jaco LeBlanc
4024 Woodlake Drive
Baton Rouge, LA 70817

LCS CORRECTIONS SERVICES, INC.
(formerly Louisiana Corrections Services, Inc.)

By: [Signature]
James B. Evans, President

And by: [Signature]
Richard Gottlieb, Secretary

WITNESSES:
[Signature]
[Francine Leves]

[Signature]
[Corinne Byrone]

THUS DONE AND SIGNED, at my office in the County and State aforesaid,
on the day, month and year set forth above, in the presence of the undersigned competent
witnesses and me, Notary, after due reading of the whole.

[Signature]
Notary Public

