



THE UNITED STATES
CORPORATION
COMPANY

P96000057591

ACCOUNT NO. : 072100000032

REFERENCE : 955506 4311639

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 9, 1998

ORDER TIME : 10:16 AM

ORDER NO. : 955506-005

CUSTOMER NO: 4311639

CUSTOMER: Ms. Angelica M. Calabrese
Akerman Senterfitt & Eidson
One Southeast Third Avenue
28th Floor
Miami, FL 33131

000002636140--2
-09/10/98--01051--005
*****87.50 *****87.50

ARTICLES OF MERGER

WCC RE HOLDINGS, INC.

INTO

WCC RE HOLDINGS LLC

RESUBMIT

Please give original
submission date as file date.

Return to: CSC
1201 Hays Street
Tallahassee, FL 32301

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

BK

9/10/98

FILED
DIVISION OF CORPORATIONS
98 SEP 10 PM 3:58

RECEIVED
98 SEP 10 AM 11:29
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

WCC RE HOLDINGS, INC. (P96000057591)

INTO

WCC RE HOLDINGS LLC (A DELAWARE LIMITED LIABILITY COMPANY),
entity not qualified in Florida.

File date: September 10, 1998

Corporate Specialist: Buck Kohr



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 13, 1998

PAUL B. KAPLAN, ESQUIRE
AKERMAN, SENTERFITT & EIDSON, P.A.
ONE SE THIRD AVE., 28TH FL
MIAMI, FL 33131-1714

Return to: CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: WCC RE HOLDINGS, INC.
Ref. Number: P96000057591

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Your document is being returned as requested.

We are enclosing the proper form(s) with instructions for your convenience.

The fees to file the articles of merger are as follows:
For each Limited Partnership: \$52.50
For each Limited Liability Company: 52.50
For each Corporation: 35.00
For each General Partnership: 25.00
All Others: No Charge

We are returning your check for \$70.00 to be replaced by one in the correct amount of \$87.50.

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 (850) 487-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

Letter Number: 798A00037248

RESUBMIT

Please give original
submission date as file date.

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF MERGER

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The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382 and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|--|---------------------|--------------------|
| 1. WCC RE HOLDINGS, INC. 4200 Wackenhut Drive #100 Palm Beach Gardens, FL 33410-4243 | Florida | Profit corporation |

Florida Document/Registration Number: P96000057591 FEI Number: 65-068-2878

| | | |
|--|----------|------------------------------|
| 2. WCC RE HOLDINGS LLC 4200 Wackenhut Drive #100 Palm Beach Gardens, FL 33410-4243 | Delaware | Limited liability company |
|--|----------|------------------------------|

Florida Document/Registration Number: 2918414 FEI Number: 65-085-3089

| | | |
|----|--|--|
| 3. | | |
| | | |
| | | |

Florida Document/Registration Number: FEI Number:

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|----|--|--|
| 4. | | |
| | | |
| | | |

Florida Document/Registration Number: FEI Number:

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street Address

WCC RE HOLDINGS LLC

4200 Wackenhut Drive #100

Palm Beach Gardens, FL 33410-4243

Jurisdiction

Delaware

Entity Type

Limited liability
company

Florida Document/Registration Number: 2918414

FEI Number: Applied for

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 607.4103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

n/a

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity _____

Signature(s) _____


Typed or Printed Name of Individual

WCC RE HOLDINGS, INC.

x George Zee

George C. Zoley
President

WCC RE HOLDINGS LLC.

x 

WACKENHUT CORRECTIONS
CORPORATION, Member
By: Wayne C. Calabrese
Executive Vice President

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|-----------------------|---------------------|
| WCC RE HOLDINGS, INC. | Florida |
| WCC RE HOLDINGS LLC | Delaware |

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SECOND: The exact name and jurisdiction of the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|---------------------|---------------------|
| WCC RE HOLDINGS LLC | Delaware |

THIRD: The terms and conditions of the merger are as follows:

1. Certificate of Formation. The Certificate of Formation of WCC RE-Del as it exists on the Effective Date shall be the Certificate of Formation of WCC RE-Del following the Effective Date, unless and until the same shall thereafter be amended or repealed in accordance with the laws of the State of Delaware.
2. Operating Agreement. The Operating Agreement of WCC RE-Del as it exists on the Effective Date shall be the Operating Agreement of WCC RE-Del following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof and the laws of the State of Delaware.
3. Officers. The officers of WCC RE-Fla immediately prior to the Effective Date shall be the officers of WCC RE-Del following the Effective Date, and such persons shall serve in such offices for the terms provided by law or the Operating Agreement, or until their respective successors are elected and qualified.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Conversion of Outstanding WCC RE-Fla Stock. Upon the Effective Date, all of the issued and outstanding shares of WCC RE-Fla common stock, par value \$.01 per share and all rights in respect thereof shall be converted into one Unit of Membership Interest in WCC RE-Del.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

(Attach additional sheet(s) if necessary)

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FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

N/A

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

WACKENHUT CORRECTIONS CORPORATION
4200 Wackenhut Drive #100
Palm Beach Gardens, FL 33410-4243

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SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

(Attach additional sheet(s) if necessary)