

WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER OF
WACKENHUT CORRECTIONS (UK) LIMITED
(registered number: 2878845) (the "Company")

We, the undersigned, Wackenhut Corrections Corporation, being the Sole Member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company, **HEREBY PASS** the following resolutions as written resolutions in accordance with Section 381A of the Companies Act 1985 and agree that the said resolutions shall, for all purposes, be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

IT IS RESOLVED THAT the following resolutions be and are hereby passed as Special Resolutions of the Company:

- (1) **THAT** the Articles of Association of the Company be amended by adding the following words to the end of Article 17:

"Notwithstanding the foregoing, the Company shall not have a lien on any shares which are subject to a charge over shares in the Company granted by Wackenhut Corrections Corporation or any other shareholder in the Company from time to time, in favour of Bank of America, N.A. (in whatever capacity) or any successor or assignee of Bank of America, N.A. (in whatever capacity)."

- (2) **THAT** the Articles of Association of the Company be amended by substituting Article 36 with the following Article:

"The directors may in their absolute discretion and without assigning any reason therefor, decline to register the transfer of any share whether or not it is a fully paid up share, provided that, notwithstanding the foregoing, the directors may not refuse to register any transfer which arises from the enforcement of a charge over shares in the Company granted by Wackenhut Corrections Corporation, or any other shareholder in the Company from time to time, in favour of Bank of America, N.A. (in whatever capacity) or any successor or assignee of Bank of America, N.A. (in whatever capacity)."

946589.08



(1) **THAT** the Articles of Association of the Company be amended by adding the following words to the end of Article 39

"and further provided that such registration may not be suspended in relation to any transfer which arises from the enforcement of a charge over shares in the Company granted by Wackenhut Corrections Corporation or any other shareholder in the Company from time to time, in favour of Bank of America, N.A. (in whatever capacity) or any successor or assignee of Bank of America, N.A. (in whatever capacity)."

(1) **THAT** the new Articles of Association of the Company incorporating the above amendments be filed at Companies House.

Signed:



Authorised Representative of

Wackenhut Corrections Corporation

Dated:

January 28, 2000

A copy of the Written Resolution set out as above was sent to the auditors of the Company in accordance with Section 381B of the Companies Act 1985.

94,589.08

DEEMED TO BE A TRUE
COPY OF THE ORIGINAL
Baker & McKenzie
Baker & McKenzie
SOLICITORS
100 NEW BRIDGE STREET
LONDON
EC1N 6JE