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COPY OF THE ORIGINAL
Baker & McKenzie LLP
BAKER & MCKENZIE LLP
SOLICITORS
100 NEW BRIDGE STREET
LONDON EC4V 6JA

Company Number: 2878845

Written Resolutions

The Geo Group UK Limited

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTIONS

Circulation Date: 19 December 2008

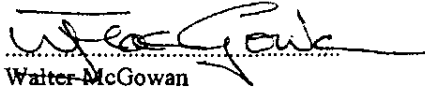
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions (the "**Resolutions**"):

ORDINARY RESOLUTIONS

1. THAT the directors of the Company be and are hereby authorised pursuant to section 80 of the Companies Act 1985 to allot to such persons at such times and on such terms as they think proper, any ordinary shares of the Company, provided that the maximum number of shares that may be allotted pursuant to this resolution shall not exceed 874,998 ordinary shares of £1 each, being the authorised maximum less the number of shares currently in issue and THAT the authority of the directors hereunder shall expire five years from the date of this resolution. 10
2. THAT authorisation of any conflict of interest may be given by the directors of the Company in accordance with section 175(5)(a) of the Companies Act 2006. 5
3. THAT any actual or potential conflict of interest that may arise by reason of any existing or future director of the Company being or becoming a director or other officer of, or employed by or otherwise interested in, any company which is a subsidiary or a holding company or a subsidiary of a holding company (as those terms are defined in section 736 of the Companies Act 1985) of the Company be and is hereby authorised and ratified.

Please read the Notes at the end of this document before signifying your agreement to the Resolutions below.

BY ORDER OF THE BOARD


Walter McGowan

Director

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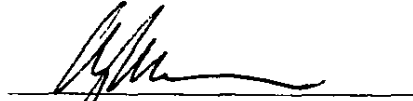
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COMPANIES HOUSE

AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company on the Circulation Date
HEREBY IRREVOCABLY AGREE to the Resolutions.



Wayne Calabrese
duly authorised signatory
for and on behalf of
GEO International Holdings, Inc.

Dated: DECEMBER 19TH, 2008

NOTES

1. To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand or deliver the signed copy by post for the attention of Mark Harris at 100 New Bridge Street, London, EC4V 6JA.
2. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by 11 January 2009, sufficient agreement has been received for the Resolutions to pass, they will lapse.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.
6. A copy of this document was sent to the Company's auditors, Grant Thornton UK LLP, on the Circulation Date.

