

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

U.S. CORRECTIONS CORPORATION
File number C 120080

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of U.S. CORRECTIONS CORPORATION for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to U.S. CORRECTIONS CORPORATION to transact business in this State under the name U.S. CORRECTIONS CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated: July 2, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

Shirley J. Clark

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is U.S. CORRECTIONS CORPORATION
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Kentucky
4. Its date of incorporation is March 22, 1994 and its duration, if other than perpetual, is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is
2500 Seventh Street Road, Louisville, KY 40208
Tel: 502 635-5444 / Fax: 502 635-6002
6. The address to which correspondence should be addressed, if different than item 5, is _____
same as #5.
7. The street address of its registered office in Idaho is Idaho Service Company, U.S. Bank Plaza Building, 101 S. Capitol Blvd, Boise, ID 83701-0829
and its registered agent in Idaho at that address is Morgan W. Richards
Tel: 208 385-5451
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
Private Corrections Design, Construction, Operation.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Milton Thompson, Chairman	USCC	2500 Seventh Street Rd, Louisville, KY 40208
Robert B. McQueen, President		same as above
Phillip A. Millington, Chief Financial Officer		same as above
Peter M. Castleman, Board of Directors		177 Broad St. Stamford, CT 06901
James R. Matthews, Board of Directors		177 Broad St., Stamford, CT 06901
John M B. O'Connor, Board of Directors		380 Madison Ave., New York, NY 10017

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: June 23, 1997

U. S. Corrections Corporation (USCC)

(Corporation name)

By

Robert B. McQueen, President

Its President, Vice President, Secretary or Assistant Secretary
(please specify)

IDAHO SECRETARY OF STATE

07/02/1997 09:00
CK: 4921 CT: 83731 BH: 17512

1 @ 100.00 = 100.00 AUTH PRO
1 @ 20.00 = 20.00 EXPEDITE C

C120080



OFFICE OF THE SECRETARY OF STATE

DOMESTIC CORPORATION
CERTIFICATE OF EXISTENCE

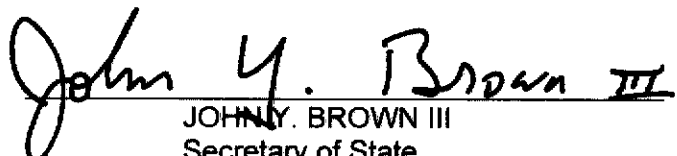
I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

U.S. CORRECTIONS CORPORATION

is a corporation duly organized and existing under the laws of the Commonwealth of Kentucky, whose date of incorporation is MARCH 22, 1994 and whose period of duration is PERPETUAL.

I further certify that all fees and penalties owed to the Secretary of State have been paid to date; that Articles of Dissolution have not been filed; and that the most recent annual report required by KRS Chapter 271B.16-220 or 273.3671 has been delivered to the Secretary of State on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, at Frankfort, Kentucky, this 30TH day of JUNE, 19 97.


JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky