



CERTIFICATE OF INCORPORATION
OF

AMERICAN NATIONAL DETENTION CENTERS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: October 16, 1986



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
AMERICAN NATIONAL DETENTION CENTERS, INC.

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WE, the undersigned, natural persons of the age of twenty-one (21) years or more, acting as Incorporators of the corporation organized under the Idaho Business Corporations Act (hereinafter called "the Act"), hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE ONE

Name.

The name of the Corporation (hereinafter called "the Corporation"), is AMERICAN NATIONAL DETENTION CENTERS, INC.

ARTICLE TWO

Period of Duration.

The period of duration of the Corporation is perpetual.

ARTICLE THREE

Purposes and powers.

Purpose. The business of the corporation will be the construction, development, operation and and marketing of detention centers for adult and juvenile offenders, male and female, in response to demands by local law enforcement agencies and courts. In addition, the purposes for which this corporation is formed and the powers granted to management are as follows:

Section 1. To organize, develop, expand, market, advertise, license, by joint venture or otherwise, detention centers which meet the statutory requirements of local law enforcement agencies and courts, and to market by subscription, contract, licensure, or otherwise the construction, organization, development, advertising, and licensing, by joint venture or otherwise, detention centers in all areas of the United States. Further, to solicit, organize, develop, manage and market the company's services into all geographic areas of the United States by licensure, franchise, joint venture, partnership, merger, acquisition, subscription, contract or otherwise, and to pursue all other activities reasonably necessary to the fulfillment of the purposes and powers previously described above.

Section 2. To offer, sell, market, advertise, license, rent, exchange or otherwise provide any and all support services, commodities, products, expertise, or consultation services, currently or subsequently offered by the company as a result of, related, unrelated or otherwise, the company's operation of detention centers and to make and exploit new products, services, technologies and informational resources which the company may own or otherwise acquire for distribution to its clients, customers or the general public. Inherent in this authority is the power to purchase, buy, produce, distribute, manufacture, subcontract, lease, rent, and otherwise develop,

exploit, and market any and all products, services or other intangibles necessary to fulfill the purposes and activities of the company.

Section 3. To purchase, own and hold the stock of other corporations, and to do every act and thing covered generally by the denomination "holding corporation," and especially to direct the operations of other corporations through the ownership of stock therein; to purchase, subscribe for, acquire, own, hold, sell, exchange, assign, transfer, create security interests in, pledge or otherwise dispose of shares or voting trust certificates for shares of the capital stock or any bonds, notes, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state or district or country, nation or government and also bonds or evidences of indebtedness of the United States or of any state, district, territory, dependency or country or municipality thereof; to issue in exchange therefore, shares of the capital stock, bonds, notes or other obligations of the Corporation and while the owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote on any shares of the stock or voting trust certificates so owned; to promote, lend money to, and guarantee the dividends, stock, bonds, notes, evidences of indebtedness, contracts, or other obligations of, and otherwise aid in any manner which shall be lawful, any corporation or association of which any bonds, stocks, voting trust certificates, or other securities or evidences of indebtedness shall be held by or for this Corporation or in which, or in the welfare of which, this Corporation shall have any interest, and to do any acts or things permitted by law and designed to protect, preserve, improve, or enhance the value of any such bonds, stocks, or other securities or evidences of indebtedness or the property of this Corporation.

Section 4. To acquire by purchase, exchange or otherwise, all or any part of any interest in the properties, assets, business and good will of any one or more persons, firms, partnerships, associations or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this state or of any other states, to pay for the same in cash, property or its own or other securities, to hold, operate, reorganize, liquidate, sell or in any manner dispose of in whole or any part thereof and in connection therewith to assume or guarantee performance of any liabilities, obligations or contracts of such persons, firms, partnerships, associations or corporations and to conduct the whole or any part of any such business acquired.

Section 5. To borrow or raise monies for any of the purposes of the Corporation and from time to time without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness and to secure the payment thereof and of the interest thereon by mortgage or to pledge, convey, or assign in trust, the whole or any part of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

Section 6. To acquire property by purchase, assume mortgages, trust, deeds or real estate land contracts and acquire real property in any other manner prescribed at law and authorized under the laws of the State of Idaho or any other state in the United States.

Section 7. To lend and advance monies or give credit for corporate purposes with or without requiring interest or any security for the repayment thereof.

Section 8. To become a party to any lawful arrangement for sharing of profits or to any union of interest, reciprocal concession, partnership, limited or general, syndicate, joint venture or cooperation with any person, corporation, association, entity or any governmental, municipal or public authority, domestic or foreign, in the carrying on of any business which the Corporation is authorized to carry on of any business or transaction deemed necessary, convenient, or incidental, to carrying out any other purpose of the Corporation.

Section 9. To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of shares of its own stock whether direct or indirect, shall be made only to the extent of unreserved and unrestricted surplus available therefor, if permitted by the Act, any other applicable law, and these Articles of Incorporation.

Section 10. To organize or cause to be organized under the laws of this state or any other state of the United States or of the District of Columbia or any other territory, dependency or possession of the United States or any foreign country, a corporation or corporations, carrying on any or all of the objects or purposes for which this Corporation is organized and to dissolve, wind-up, merge or consolidate any such corporation or corporations, or to cause the same to be dissolved, wound-up, liquidated, merged or consolidated; the same may be by a resolution or resolutions passed by a majority of the whole Board and may designate a committee or committees consisting of not less than (3) three directors, which committee or committees to the extent provided in such resolution or resolutions, shall have and exercise all the authority so provided, but the designation of such committees and the delegation thereto of such authority shall not operate to relieve the Board of Directors or any member thereof.

Section 11. To such extent as a corporation organized under the Business Corporations Act of the State of Idaho may now or hereafter lawfully do, to do either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, in connection with or incident to the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporations Act of the State of Idaho or under any act amendatory thereof, supplemental thereto or substituted therefor.

Section 12. The foregoing clauses shall be construed as powers as well as objects and purposes; and the matters expressed in each clause shall, unless therein otherwise expressly provided, be in no way limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers; and enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general terms or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, though it be of a like nature. Further, the Corporation, through its Board of

Directors, may enter into any other or additional business or enterprise in this or in any other jurisdiction where such business or enterprise is permitted by the laws of such jurisdiction.

ARTICLE FOUR

Authorized Shares

Section 1: This Corporation is authorized to issue a total of ONE MILLION (1,000,000) shares, 600,000 shares of which total are common stock with par value of \$1.00 per share, and 400,000 shares of which total are preferred stock with par value of \$1.00 per share.

Section 2: In event of voluntary or involuntary dissolution of the Corporation, net proceeds from liquidation of the assets of the Corporation shall be distributed on a pro-rata basis to shareholders as follows:

A. First, to owners of record of preferred stock, up to but not more than \$2.00 per share, and from any funds remaining thereafter,

B. To owners of record of common stock, up to but not more than \$2.00 per share, and from any funds remaining thereafter,

C. On a pro-rata basis to all shareholders of record of common and preferred stock equally.

Section 3: Other than in the manner stock is treated in event of dissolution of the Corporation, the relative rights, privileges, and limitations of common and preferred shares are in all respects identical, share for share.

Section 4: Common and preferred stock shall be entitled to dividends declared by the Corporation. Said dividends may only be declared as follows:

A. Out of unreserved and unrestricted earned surplus of the Corporation.

B. In its own shares out of any treasury shares that have been acquired out of surplus of the Corporation.

C. In its own authorized but unissued shares out of any unreserved and unrestricted surplus of the Corporation.

Section 5: Neither common nor preferred shares of the Corporation shall be assessable; the shareholders shall not be liable for the debts of the Corporation except only and as to the extent of any unpaid subscriptions for shares which may be outstanding at the time the Corporation is dissolved, merged or said subscription rights are called, as is set forth in the Idaho Business Corporation Act.

ARTICLE FIVE

Pre-Emptive Rights:

The original stockholders of the Corporation shall, because of individual ownership of the stock, have all pre-emptive rights to purchase,

subscribe for or take part of any stock or any part of the notes, debentures, bonds or other securities convertible into or carrying options for warrants to purchase stock of the corporation issued, optioned or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds or other securities convertible into or carrying options or warranties to purchase stock of the corporation authorized by the these Articles of Incorporation or by the an amended certificate duly filed may not be issued, optioned for sale or disposed of by the corporation pursuant to resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper until first offered to the original stockholders.

ARTICLE SIX

Commencement of Business:

The Corporation shall not commence business until not less than One Thousand Dollars (\$1,000.00) has been received by it as consideration for the issuance of shares.

ARTICLE SEVEN

Voting of Shares:

Each outstanding share of common and/or preferred stock of the Corporation shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders. Each stockholder shall be entitled to vote his or its shares in person or by proxy executed in writing by such shareholder or by his duly authorized attorney in fact. At each election of Directors every shareholder entitled to vote at such election shall have the right to vote in person or by proxy the number of shares owned by him or it for as many persons as there are Directors to be elected and for whose election he or it has a right to vote, but the shareholders shall have no right whatsoever to accumulate his or its votes with regard to such election.

ARTICLE EIGHT

Provisions for the Regulation of the Internal Affairs of the Corporation

Section 1. Meetings of Shareholders. All meetings of the shareholders of the Corporation shall be held at such place either within or without the State of Idaho as may be provided in the by-laws of the Corporation.

Section 2. Quorum of Shareholders. Unless otherwise provided for in the Act or applicable law, a majority of the shares of preferred and common stock of the Corporation entitled to vote represented in person or by proxy shall constitute a quorum in any meeting of the shareholders of the Corporation.

Section 3. Designation of Committees by the Board of Directors. The Board of Directors may, resolution or resolutions passed by a majority of the whole board, designate committee or committees to the extent provided in such resolution or resolutions and such committee shall have and may exercise all the authority therein provided but the designation of such committee or committees and the delegation thereto of such authority shall not operate to

relieve the Board of Directors or any member thereof of any responsibility imposed upon it or him by law.

Section 4. By-laws of the Corporation. The initial By-laws of the Corporation shall be adopted by its Board of Directors. Thereafter, unless otherwise provided in the Act, By-laws of the Corporation may be adopted, amended or repealed either by the shareholders or by the Board of Directors, except that (a) no By-laws adopted and (b) no By-laws shall be adopted by the Directors, which shall require more than a majority of the voting shares for a quorum at a meeting of the shareholders of the Corporation or more than a majority of the votes cast to constitute action by the shareholders except where higher percentages are required by law. The By-laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Act or applicable law and these Articles of Incorporation.

Section 5. Working Capital. The Board of Directors of the Corporation shall have the power from time to time to fix and determine and vary the amount which is to be reserved by the Corporation as working capital and before the payment of any dividends or the making of any distribution of profits it may set aside out of net profits or earned surplus of the Corporation, such sum or sums, as it may from time to time in its absolute discretion determine to be proper, whether as a reserve fund to meet contingencies or for the equalizing of dividends or the repairing or maintaining of any property of the Corporation or for an addition to stated capital surplus or earned surplus or for any corporate purpose for which the Board of Directors shall deem to be in the best interest of the Corporation, subject only to such reasonable limitations as By-laws of the Corporation may from time to time impose.

Section 6. Qualification of Directors. The Directors of the Corporation need not be stockholders of the Corporation.

Section 7. Number of Directors. The exact number of Directors may from time to time be specified by the By-laws. However, at no time may less than three (3) nor more than seven (7) persons be members of the Board of Directors and when By-laws do not specify the exact number of Directors, the number of Directors shall be three (3).

Section 8. Reliance Upon Others - Prudent Conduct. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action or act omitted to be taken by him as a director or officer of the Corporation in good faith if such person (a) exercised or used the same degree of care and skill as would a prudent man have exercised or used under the same or similar circumstances in the conduct of his own affairs or, (b) took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or information furnished by officers or employees of the Corporation which he had reasonable grounds to believe or upon a financial statement of the Corporation prepared by an accountant, officer of the Corporation in charge of its accounting or employees of the Corporation in charge of its accounts or certified by a public accountant or firm of public accountants.

Section 9. Contracts with Interested Directors - Disclosure and Voting. A director of the Corporation shall not in the absence of fraud be disqualified by his office from dealing or contracting with the Corporation either as a vender, purchaser or otherwise, nor in the absence of fraud shall, insofar as permitted by the Act or any other applicable statute, any transaction or contract of the Corporation be void or voidable or affected by reason of the fact that any director or any firm of which a director is a member or any corporation of which a director is an officer, director or shareholder is in any way interested in such transaction or contract provided that at the meeting of the Board of Directors or of a committee thereof having authority in the premises to authorize or confirm such contract or transaction, the interest of such Directors, firm or Corporation is disclosed or made known and there shall be present a quorum of the Board of Directors or of the Directors constituting such committee, and such contract or transaction shall be approved by a majority of such quorum which majority shall consist of Directors not so interested or connected. Nor shall any director be liable to account to the Corporation for any profit realized by him from or through any transaction or contract of the Corporation, ratified or approved as herein provided, by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder, director or officer, was interested in such transaction or contract. Directors so interested may be counted when present at meetings of the Board of directors or of such committee or the purpose of determining the existence of a quorum.

Section 10. Ratification of Acts of Directors. The Directors may submit any contract or transaction for approval at any annual meeting of the shareholders or at any special meeting of the shareholders called for that purpose; and any contract or transaction so approved by a majority vote of a quorum of the shareholders at such meeting shall be binding upon the Corporation and all of its shareholders, whether or not the contract or transaction would otherwise be attacked because of the interest of any of the Directors of the corporation for any other reason.

Section 11. Conduct of Management. The Corporation may in its By-laws, make any other provision or requirement for management or conduct of the business of the Corporation, provided that the same is not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Idaho or of the United States.

Section 12. Issuance of Shares. The Corporation may issue and sell its authorized shares for such consideration as may from time to time be fixed by the Board of Directors, in their discretion, and sell and dispose of any stocks for such consideration permitted by law, as the Board of Directors may from time to time determine without obtaining the authority, consent or vote of the shareholders of the Corporation of any class of authorized shares.

Section 13. Amendments to These Articles of Incorporation. The Corporation reserves the right to amend, alter or repeal or add any provisions to these Articles of Incorporation in any manner now or hereafter prescribed by the Act and any amendment thereto or by the provisions of any other applicable law and all rights conferred upon the shareholders of the Corporation by these Articles of Incorporation and any amendments hereto are granted subject only to this reservation.

Section 14. Reliance Upon Others, Books and Records. A director shall be fully protected in relying in good faith upon the books of account of the Corporation or statements prepared by any of its officials as to the value and amount of assets, liabilities or net profits of the Corporation or any other facts pertinent to the existence and amount of assets, liabilities or net profits of the Corporation or any other facts pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid.

Section 15. Books and Records. The Corporation shall keep complete and correct books and records of account and shall keep minutes of the proceedings of its shareholders and Board of Directors and shall keep at its registered office or principal place of business or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders and the number of shares of the Corporation held by each. No shareholder shall have the right to inspect any such books and records except as conferred by the Act or other applicable law unless authorized to do so by a resolution or resolutions of the shareholders or of the Board of directors.

Section 16. Indemnification. Every director, officer or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including counsel fees reasonably incurred by or imposed upon and in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been an officer or director, employee or agent of the Corporation or any settlement thereof, whether or not he is a director, officer, agent or employee at the time such expenses are incurred, except in such cases wherein the director, officer, agent or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duty; provided, however, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, agent or employee may be entitled.

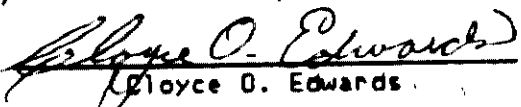
ARTICLE NINE

Initial Registered Office and Initial Registered Agent

Section 1: Registered Office. The address of the initial registered office of the Corporation is: Box 465 Jerome, Idaho 83338.

5884 U.S. 93 TERRACE, JEROME, IDAHO 83338

Section 2: Registered Agent. The name of the initial registered agent of the Corporation is: Cloyce O. Edwards, Box 465 Jerome, Idaho 83338


Cloyce O. Edwards.

ARTICLE TEN

Directors

Section 1: Initial Board of Directors. The initial Board of Directors of the Corporation shall consist of three (3) members and their respective names and addresses are:

CLOYCE O. EDWARDS	5884 US. 93 (BOX 465 JEROME) IDAHO, 83338
BETTY J. EDWARDS	5884 US. 93 (BOX 465 JEROME) IDAHO, 83338
CALVIN C. EDWARDS	404 GEM DRIVE KIMBERLY IDAHO, 83341

Said Directors shall hold office until the first meeting of the shareholders of the Corporation and until his successor shall have been elected and qualified.

Section 2: Subsequent Board of Directors. At the first meeting of the shareholders of the Corporation, and at each annual meeting thereafter, the shareholders shall elect directors to hold office for the term for which he is elected until his successor shall have been elected and qualified. Directors need not be residents of the State of Idaho or shareholders of the Corporation.

ARTICLE ELEVEN

Incorporators.

The names and addresses of each Incorporator are:

CLOYCE O. EDWARDS	5884 US. 93 (BOX 465 JEROME) IDAHO, 83338
BETTY J. EDWARDS	5884 US. 93 (BOX 465 JEROME) IDAHO, 83338
CALVIN C. EDWARDS	404 GEM DRIVE KIMBERLY IDAHO, 83341

In witness whereof, the parties hereunto have set their hands
this _____ day of _____ 1986

Cloyce O. Edwards
CLOYCE O. EDWARDS

Betty J. Edwards
BETTY J. EDWARDS

Calvin Edwards
CALVIN C. EDWARDS

STATE OF IDAHO)
) SS
COUNTY OF JEROME)

Cloyce O. Edwards, Betty J. Edwards and Calvin C. Edwards, the
Incorporators of AMERICAN NATIONAL DETENTION CENTERS, personally appeared
before me this _____ day of _____ 1986, and after having been duly
sworn, each, for himself, duly acknowledged before me that they and each of
them have signed the above Articles of Incorporation and the statements
contained therein are true to their best knowledge and belief.

In witness whereof, I hereunto set my hand and seal the day and year
aforesaid.

NOTARY PUBLIC
Residing in Jerome, Idaho

My Commission Expires:
