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National Commercial Services
420 S. Orange Ave, Ste 250
Orlando, FL 32801
File No.: NCS-835443AL1

Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:*

*"GEO/DE/MC/01 LLC", A DELAWARE LIMITED LIABILITY COMPANY,
WITH AND INTO "CEC PARENT HOLDINGS LLC" UNDER THE NAME OF
"CEC PARENT HOLDINGS LLC", A LIMITED LIABILITY COMPANY ORGANIZED
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS
RECEIVED AND FILED IN THIS OFFICE ON THE FIFTH DAY OF APRIL,
A.D. 2017, AT 11:30 O`CLOCK A.M.*




Jeffrey W. Bullock, Secretary of State

5585835 8100M
SR# 20172272230

Authentication: 202326642
Date: 04-05-17

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State of Delaware
Secretary of State
Division of Corporations
Delivered 11:30 AM 04/05/2017
FILED 11:30 AM 04/05/2017
SR 20172272230 - FileNumber 5585835

STATE OF DELAWARE

CERTIFICATE OF MERGER

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "Act"), the undersigned officer, on behalf of CEC Parent Holdings LLC, a Delaware limited liability company (the "Company") does hereby certify as follows in connection with the merger (the "Merger") of GEO/DE/MC/01 LLC, a Delaware limited liability company ("Merger Sub") with and into the Company:

FIRST: The name and jurisdiction of formation of each of the constituent entities of the Merger are as follows: (a) CEC Parent Holdings LLC, a Delaware limited liability company, and (b) GEO/DE/MC/01 LLC, a Delaware limited liability company.

SECOND: The Agreement and Plan of Merger, dated as of February 21, 2017 (the "Merger Agreement"), by and among the Company, Merger Sub, The GEO Group, Inc., and TAG Financing, LLC, in its capacity as Unitholders' Representative thereunder, has been approved, adopted, certified, executed and acknowledged by each of the Company and Merger Sub, in accordance with the provisions of Section 18-209 of the Act.

THIRD: The Company shall be the surviving limited liability company of the Merger (the "Surviving Company"), and the name of the Surviving Company shall be CEC Parent Holdings LLC.

FOURTH: The Merger is to become effective upon the filing of this Certificate of Merger with Secretary of State of the State of Delaware.

FIFTH: A copy of the Merger Agreement is on file at One Park Place, 621 NW 53rd Street, Suite 700, Boca Raton, Florida 33487, the place of business of the Surviving Company.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Company on request, without cost, to any member of the Surviving Company or Merger Sub.

[Signature page follows.]

IN WITNESS WHEREOF, the Surviving Company has caused this certificate to be signed by its Vice President & Secretary the 5th day of April, 2017.

CEC PARENT HOLDINGS LLC

By: 
Name: John J. Bulfin
Title: Vice President & Secretary



Filed and Recorded
Official Public Records
Judge James W. Fuhrmeister, Probate Judge,
County Clerk
Shelby County, AL
04/17/2017 02:25:21 PM
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A handwritten signature in black ink, likely belonging to James W. Fuhrmeister, the Probate Judge.