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PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F71535

1. Corporation Name
TERREMARK INVESTMENT SERVICES, INC.

Now Known As **TERREMARK HOLDINGS, INC.**



Principal Place of Business
**2601 SOUTH BAYSHORE DRIVE, PH-1
 MIAMI FL 33133**

Mailing Address
**2601 SOUTH BAYSHORE DRIVE, PH-1
 MIAMI FL 33133**

DO NOT WRITE IN THIS SPACE

| | | | | | |
|--------------------------------|--|------------------------|--|---|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified | |
| 21 Suite, Apt. #, etc. | | 26 Suite, Apt. #, etc. | | 02/23/1982 | |
| 22 City & State | | 27 City & State | | 4. FEI Number | |
| 23 Zip | | 28 Zip | | 59-2298164 | |
| 24 Country | | 29 Country | | 5. Certificate of Status Desired <input type="checkbox"/> | |
| 25 | | 30 | | Applied For Not Applicable | |
| 26 | | 27 | | \$8.75 Additional Fee Required | |
| 28 | | 29 | | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | |
| 29 | | 30 | | \$5.00 May Be Added to Fees | |
| 30 | | 31 | | 8. This corporation owes the current year intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |

9. Name and Address of Current Registered Agent
**GOODKIND, BRIAN K
 2601 SOUTH BAYSHORE DRIVE
 SUITE 1600
 MIAMI FL 33133**

10. Name and Address of New Registered Agent

| | | |
|---|---------------------------|-------------|
| 81 Name | Leibovitch, Ellen M. | |
| 82 Street Address (P.O. Box Number is Not Acceptable) | 2601 South Bayshore Drive | |
| 83 | Suite 1600 | |
| 84 City | Miami | 85 Zip Code |
| | FL | 33133 |

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: *[Signature]* **Ellen M. Leibovitch** April 20, 1999

12. OFFICERS AND DIRECTORS

| | | |
|----------------|-----------------------------------|---------------------------------|
| TITLE | PDT | <input type="checkbox"/> DELETE |
| NAME | MEDINA, MANUEL D. | |
| STREET ADDRESS | 2601 SOUTH BAYSHORE DR., PH-1 | |
| CITY-ST-ZIP | MIAMI FL 33133 | |
| TITLE | S | <input type="checkbox"/> DELETE |
| NAME | GOODKIND, BRIAN K | |
| STREET ADDRESS | 2601 SO. BAYSHORE DR., SUITE 1600 | |
| CITY-ST-ZIP | MIAMI FL 33133 | |
| TITLE | VDAS | <input type="checkbox"/> DELETE |
| NAME | PEREZ CISNEROS, TERESA | |
| STREET ADDRESS | 2601 SO. BAYSHORE DR., PH-1 | |
| CITY-ST-ZIP | MIAMI FL 33133 | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | |
|--------------------|---|
| 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME | |
| 1.3 STREET ADDRESS | |
| 1.4 CITY-ST-ZIP | |
| 2.1 TITLE | D Executive VP S <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME | Goodkind, Brian K. |
| 2.3 STREET ADDRESS | 2601 South Bayshore Drive, PH 1 |
| 2.4 CITY-ST-ZIP | Miami, Florida 33133 |
| 3.1 TITLE | DVP <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.2 NAME | Perez Cisneros, Teresa |
| 3.3 STREET ADDRESS | |
| 3.4 CITY-ST-ZIP | |
| 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 4.2 NAME | |
| 4.3 STREET ADDRESS | |
| 4.4 CITY-ST-ZIP | |
| 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 5.2 NAME | |
| 5.3 STREET ADDRESS | |
| 5.4 CITY-ST-ZIP | |
| 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 6.2 NAME | |
| 6.3 STREET ADDRESS | |
| 6.4 CITY-ST-ZIP | |

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: *[Signature]* **Brian K. Goodkind** 4/20/99 (305) 860-7878

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)