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NAME: BRICKELL COMMONS, LTD.
AUDIT NUMBER.....H98000000929
DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT
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Audit No. H98000000929

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF LIMITED PARTNERSHIP

BRICKELL COMMONS, LTD., a limited partnership existing under the laws of the State of Florida, pursuant to the provisions of Section 620.109 of the Florida Uniform Limited Partnership Act, hereby amends its certificate of limited partnership filed in the office of the Secretary of State of Florida on December 29, 1997, ac follows:

1. Paragraph 3 of the certificate of limited partnership, which now reads as follows:

"3. The names and business addresses of the General Partners are as follows:

BVT Real Estate Development, Inc.
3350 Cumberland Circle
Suite 1500
Atlanta, GA 30339

Taylor Commons, Inc.
12000 Biscayne Boulevard
Suite 803
North Miami, FL 33181"

is hereby amended to read as follows:

"3. The names and business addresses of the General Partners are as follows:

BVT Real Estate Development, Inc.
3350 Cumberland Circle
Suite 1500
Atlanta, GA 30339

Taylor Commons, Inc.
12000 Biscayne Boulevard
Suite 803
North Miami, FL 33181

Morton P. Brown, Esq.
Fowler, White, Burnett, Hurley,
Banick & Strickroot, P.A.
100 S.E. 2nd Street, 17th Floor
Miami, FL 33131-1101
Ph: (305) 789-9200
Florida Bar No. 0009433

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TALLAHASSEE, FLORIDA

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Terremark Brickell III, Inc.
2601 South Bayshore Drive
Penthouse I A
Miami, FL 33133"

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2. The foregoing amendment to the certificate of limited partnership filed with the Secretary of State of Florida on December 29, 1997, was adopted by all of the members of the limited partnership by written consent dated January 13, 1998. The amendment shall be effective on the filing hereof for record in the office of the Secretary of State of Florida and shall become a provision of the partnership agreement and of the certificate of limited partnership.

IN WITNESS WHEREOF, the undersigned have executed this certificate of amendment this 14th day of January, 1998.

General Partners:

BVT Real Estate Development, Inc.

By: _____
Its: _____

TAYLOR COMMONS, INC.

By: Harvey Taylor
Its: President

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TERREMARK BRICKELL III, INC.

By: _____
Its: _____

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Audit No. H98000000929

Terremark Brickell III, Inc.
2601 South Bayshore Drive
Penthouse I A
Miami, FL 33133

2. The forgoing amendment to the certificate of limited partnership filed with the Secretary of State of Florida on December 29, 1997, was adopted by all of the members of the limited partnership by written consent dated January 13, 1998. The amendment shall be effective on the filing hereof for record in the office of the Secretary of State of Florida and shall become a provision of the partnership agreement and of the certificate of limited partnership.

IN WITNESS WHEREOF, the undersigned have executed this certificate of amendment this 14th day of January, 1998.

General Partners:

BVT Real Estate Development, Inc.

By: Karen Stone
Its: Vice President

TAYLOR COMMONS, INC.

By: Harvey Taylor
Its: President

TERREMARK BRICKELL III, INC

By: Carl Pless
Its: Marvel D. McLean, President

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