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Tallahassee, FL 32301 (850) 222-1092

City

State

Zip

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CORPORATION(S) NAME

Brickell Commons, Ltd.

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- Profit
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- Amendment 7
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THANK YOU ! CONNIE RYAN

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**SECOND 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, as follows:

1. Paragraph 2 of the certificate of limited partnership, which now reads as follows:

The addresses of the office of the Limited Partnership and the name and address of the agent for service of process (whose consent to appointment is set forth below) are as follows:

Address of the office of the Limited Partnership:

3350 Cumberland Circle
Suite 1500
Atlanta, Georgia 30339

Agent for service of process:

Morton P. Brown, Esq.
Fowler, White, Burnett, Hurley, Banich
& Strickroot, P.A.
100 S.E. 2nd Street
17th Floor
Miami, FL 33131

is amended to read as follows:

Address of the office of the Limited Partnership:

2601 South Bayshore Drive
Penthouse IA
Miami, FL 33133

Agent for service of process:

Ellen Leibovitch, Esq.
Adorno & Zeder, P.A.
2601 South Bayshore Drive
Suite 1600
Miami, FL 33133

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2. 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, Georgia 30339

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

Terremark Brickell III, Inc.
2601 South Bayshore Drive
Penthouse IA
Miami, FL 33131

is hereby amended to read as follows:

"3. The names and business address of the General Partner is as follows:

Terremark Brickell III, Inc.
2601 South Bayshore Drive
Penthouse IA
Miami, FL 33131

3. Paragraph 4 of the certificate of limited partnership, which now reads as follows:

"4. The Limited Partnership's mailing address is:

3350 Cumberland Circle
Suite 1500
Atlanta, GA 30339

is hereby amended to read as follows:

2601 South Bayshore Drive
Penthouse IA
Miami, FL 33131

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4. The foregoing Second 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 June 11th, 1998. The amendmend 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 parntership agreement and of the certificate of limited partnership.

5. This Certificate may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall be deemed to be one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this certificate of amendment this 11th day of June, 1998.

General Partners:

BVT Real Estate Development, Inc.

By: Loren Stone
Its: Vice President

TERREMARK BRICKELL III, INC.

By: _____
Its: _____

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4. The foregoing Second 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 June 11, 1998. The amendmend 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 parntership agreement and of the certificate of limited partnership.

5. This Certificate may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall be deemed to be one and the same instrument.


IN WITNESS WHEREOF, the undersigned have executed this certificate of amendment this 11 day of June, 1998.

General Partners:

BVT Real Estate Development, Inc.

By: _____
Its:

TERREMARK BRICKELL III, INC.

By: 
Its: SR Vice-President

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RESOLUTION OF THE PARTNERS OF BRICKEELL COMMONS, LTD.

The Undersigned, constituting all the Partners of BRICKELL COMMONS, LTD., a Florida Limited Partnership (the "Partnership"), hereby adopt and approve the following resolutions of the Partnership:

RESOLVED, in view of the withdrawal of BVT Real Estate Development Inc., the General Partner is directed to execute and file with the Secretary of State of Florida a second amendment to the certificate of limited partnership of the Partnership setting forth the name of the sole General Partner.

The foregoing resolution is hereby consented to and approved by the Partners of the Partnership as evidenced by their execution of this document.

DATED this 11th day of June, 1998.

LIMITED PARTNERS:

BVT CAPITAL PARTNERS IX
LIMITED PARTNERSHIP

By: BVT Real Estate Development, Inc.
Karen M. Stone a general partner
Karen M. Stone, Vice President
TERREMARK BRICKELL RETAIL, INC.

By: _____

GENERAL PARTNERS:

BVT REAL ESTATE DEVELOPMENT,
INC.

By: Karen M. Stone
Karen M. Stone, Vice President
TERREMARK BRICKELL III, INC.

By: _____

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RESOLUTION OF THE PARTNERS OF BRICKEELL COMMONS, LTD.

The Undersigned, constituting all the Partners of BRICKELL COMMONS, LTD., a Florida Limited Partnership (the "Partnership"), hereby adopt and approve the following resolutions of the Partnership:

RESOLVED, in view of the withdrawal of BVT Real Estate Development, Inc., the General Partner is directed to execute and file with the Secretary of State of Florida a second amendment to the certificate of limited partnership of the Partnership setting forth the name of the sole General Partner.

The foregoing resolution is hereby consented to and approved by the Partners of the Partnership as evidenced by their execution of this document.

DATED this 11 day of June, 1998.

LIMITED PARTNERS:

BVT CAPITAL PARTNERS IX
LIMITED PARTNERSHIP

By: _____

TERREMARK BRICKELL RETAIL, INC.

By: 

GENERAL PARTNERS:

BVT REAL ESTATE DEVELOPMENT,
INC.

By: _____

TERREMARK BRICKELL III, INC.

By: 

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