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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE
SUITE 1600
MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555
www.adorno.com

FACSIMILE
(305) 858-4777
Writer's Direct No.:
(305) 860-7362

VIA FEDERAL EXPRESS

November 16, 1999

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32301
Attn: Limited Partnership Filing

RE: Terremark Fortune House #2, Ltd.

200003047722--6
-11/17/99--01092--014
****153.00 ****153.00

Ladies and Gentlemen:

Enclosed For filing with the Florida Department of State is the Certificate of Limited Partnership for the captioned Florida Partnership. Also enclosed is a check in the amount of \$153 to cover the following requisite filing fees:

Filing Fee (based on \$7,500 limited partner capital contribution @\$7/\$1,000)	\$ 52.50
Designation of Registered Agent Fee	35.00
Certified Copy Fee	52.50
Certificate Evidencing Filing	13.00
Total	\$153.00

Please forward the certified copy of the Certificate of Limited Partnership to me in the enclosed self-addressed, stamped envelope. If you have any questions or there are any problems with this filing, please call me at my direct number (305) 860-7362.

Sincerely,

Margaret O'D. Ryder
Legal Assistant

MOR
255253/08316.031

FILED
99 NOV 17 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Linda Kerr GAVE
AUTHORIZATION BY PHONE TO
CORRECT address
DATE 11-19-99
DOC. EXAM. JB

CERTIFICATE OF LIMITED PARTNERSHIP

OF

TERREMARK FORTUNE HOUSE #2, LTD.

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes,
hereby certifies and swears in this Certificate of Limited Partnership to the following:

ARTICLE I - NAME.

The name of the limited partnership is:

TERREMARK FORTUNE HOUSE #2, LTD. (the "Partnership")

ARTICLE II - REGISTERED AGENT.

The name and address of the Registered Agent for the Partnership is:

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

ARTICLE III - GENERAL PARTNER.

The name and business address of the General Partner is as follows:

Terremark Fortune House #2, Inc., a Florida corporation ✓
2601 South Bayshore Drive
Penthouse One
Miami, Florida 33133

ARTICLE IV - MAILING ADDRESS.

principal address
The mailing address for the Partnership is as follows:

2601 South Bayshore Drive
Penthouse One
Miami, Florida 33133

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - DISSOLUTION DATE.

The latest date upon which the Partnership is to dissolve is December 31, 2049

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited Partnership to be executed at Miami, Florida, this 16th day of November, 1999.

TERREMARK FORTUNE HOUSE #2, INC.,
a Florida corporation,
General Partner

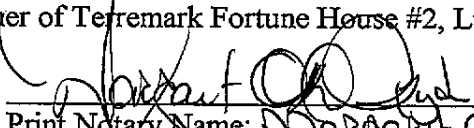
By: 

Brian K. Goodkind, Executive Vice
President

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing Certificate of Limited Partnership of Terremark Fortune House #2, Ltd. was acknowledged before me this 16th day of November, 1999, by Brian K. Goodkind, who is personally known to me and known to me to be the Executive Vice President of Terremark Fortune House #2, Inc., a Florida corporation, the General Partner of Terremark Fortune House #2, Ltd.


Print Notary Name: Margaret O.D. Ryder
Notary Public State of Florida

My commission expires:



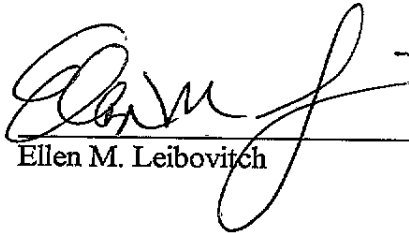
Margaret O'D. Ryder
MY COMMISSION # CC555590 EXPIRES
September 15, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Sections 620.105 and 620.192 of the Florida Statutes, the undersigned accepts appointment as Registered Agent for TERREMARK FORTUNE HOUSE #2, LTD., a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 16th day of November, 1999.


Ellen M. Leibovitch

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

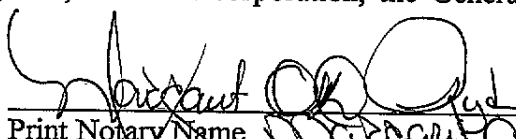
Brian K. Goodkind, first being duly sworn, deposes and says:

1. I am the Executive Vice President of Terremark Fortune House #2, Inc., a Florida corporation and the General Partner of TERREMARK FORTUNE HOUSE #2, LTD., a Florida limited partnership (the "Partnership").
2. The assets contributed to the Partnership by the Limited Partners have an agreed upon fair market value of \$7,500 and the total anticipated value of the capital contributions of the Limited Partners is the same.

TERREMARK FORTUNE HOUSE #2, INC.,
a Florida corporation,
General Partner

By: 
Brian K. Goodkind, Executive Vice
President

The foregoing Affidavit was acknowledged before me this 16 day of November, 1999, by Brian K. Goodkind, who is personally known to me and known to me to be the Executive Vice President of Terremark Fortune House #2, Inc., a Florida corporation, the General Partner of Terremark Fortune House #2, Ltd.


Print Notary Name Margaret O'D. Ryder
Notary Public State of Florida

My commission expires:



Margaret O'D. Ryder
MY COMMISSION # 00555590 EXPIRES
September 15, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA