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Division of Corporations Page 1 of 1

F00000002679

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 205-8842
Fax Number : (850) 878-5368

RE-SUBMIT

Please retain original filing date of submission 8/13

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

**MERGER OR SHARE EXCHANGE
TERREMARK WORLDWIDE, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	89 10
Estimated Charge	\$78.75

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2015 AUG 13 AM 11:01
FLORIDA

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AUG 17 2015
A RAMSEY

8/14/2015 4:11:18 PM From: To: 8506176380(2/10)
850-617-6381 8/14/2015 3:42:04 PM FROM: MIAMI, FL 33131



August 14, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

TERREMARK WORLDWIDE, INC.
ONE BISCAYNE TOWER
2 S. BISCAYNE BLVD., SUITE 2800
MIAMI, FL 33131

SUBJECT: TERREMARK WORLDWIDE, INC.
REF: F00000002679

RE-SUBMIT

Please retain original filing
date of submission 8/13.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H15000195698
Letter Number: 315A00017232

RECEIVED
15 AUG 14 PM 4:52
CORPORATIONS DIVISION

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Terremark Worldwide, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Russell G. Wood, Jr., Assistant Secretary

Contact Person

Terremark Worldwide, Inc. c/o Verizon

Firm/Company

22001 Loudoun County Parkway

Address

Ashburn, VA 20147

City, State and Zip Code

russell.g.wood@verizon.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Russell G. Wood, Jr.

at (703) 886-6050

Name of Contact Person

Area Code and Daytime Telephone Number

Certified Copy (optional) \$8.75

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED

2015 AUG 13 AM 11:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Terremark Europe, Inc.	Florida	Corporation
Terremark Worldwida, Inc.	Delaware	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Terremark Worldwida, Inc.	Delaware	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

c/o The Corporation Trust Company

1209 Orange Street

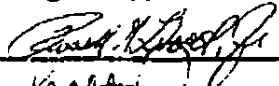

Wilmington, Delaware 19801

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Terremark Worldwide, Inc.		Russell G. Wood, Jr. Assistant Secretary
Terremark Europe, Inc.		Kathleen Metzger, Vice President

- Corporations: Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)
- General Partnerships: Signature of a general partner or authorized person
- Florida Limited Partnerships: Signatures of all general partners
- Non-Florida Limited Partnerships: Signature of a general partner
- Limited Liability Companies: Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Terramark Worldwide, Inc.	Delaware	Corporation
Terramark Europe, Inc.	Florida	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Terramark Worldwide, Inc.	Delaware	Corporation

THIRD: The terms and conditions of the merger are as follows:

Upon the effective date of the merger, all issued and outstanding shares of each class of stock of

Terramark Europe, Inc. shall be cancelled. The Certificate of Incorporation and Bylaws of Terramark

Worldwide, Inc. shall not be amended, shall remain in full force and effect and shall remain the Certificate

of Incorporation and Bylaws of the surviving Delaware corporation. The board of directors of both

companies adopted the plan of merger on July 29, 2015. The approval of the adoption of the merger agreement was on July 29, 2015 by the shareholders by unanimous written consent.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Upon the affective date of the merger, all issued and outstanding shares of each class of stock of

Terremark Europe, Inc. shall be canceled and extinguished.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Any and all rights to acquire the interests, shares, obligations or other securities of Terremark Europe, Inc.

shall not be converted in any manner, but all issued and outstanding shares of each class of stock in

Terremark Europe, Inc. shall be cancelled and extinguished. Any and all rights to acquire the interests,

shares, obligations or other securities of Terremark Worldwide, Inc. shall remain as set forth in the

Certificate of Incorporation and Bylaws of Terremark Worldwide, Inc. and as set forth in the Delaware

General Corporations Law.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)