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DIVISION OF CORPORATION

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LIMITED LIABILITY AMENDMENT

CONDOTEL MANAGEMENT SERVICES, LLC

Certificate of Status	0
Certified Copy	1
Page Count	02
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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
CONDOTEL MANAGEMENT SERVICES, LLC**

Pursuant to the Florida Limited Liability Company Act, the Articles of Organization of **CONDOTEL MANAGEMENT SERVICES, LLC**, a Florida limited liability company (hereinafter referred to as the "Company") is amended to include the following:

ARTICLE V – Membership Interest Transfer Restrictions:

No membership interest in CONDOTEL MANAGEMENT SERVICES, LLC, the within limited liability company nor any of the rights or obligations in, or benefits of, any membership interest may be transferred, pledged, hypothecated or otherwise assigned (a "Transfer") in whole or in part to any person, entity or other structure of assignee, other than an entity wholly-owned by Rafael Villa or a wholly-owned subsidiary of the member assigning, which assignee's Transfer shall be similarly restricted, without the prior written consent of Terremark Worldwide, Inc., a Delaware corporation ("Terremark") or its successors or assigns, which may be given or withheld in its sole discretion; provided, further, that no such restrictions shall survive past the earlier to occur of: (i) the termination of the Earnout Agreement by its terms on December 31, 2006 or (ii) the earlier termination of the Earnout Agreement without the default of the any of the Buyers, and in each case, provided that the obligations of the Buyers under the Earnout Agreement have been fully performed and all payments required thereunder or accrued thereunder have been made. The Earnout Agreement is that certain agreement dated February 8, 2002, by and among TerreNap Services, Inc., a Florida corporation, as the Seller, Condotel Properties, Inc., a Florida corporation, Condotel Management Services, LLC, a Florida limited liability company, Condotel Realty Holdings, LLC, a Florida limited liability company and Condotel Services, LLC, a Florida limited liability company, each as the Buyers. No modifications to this legend shall be effective except with the written consent of Terremark or its successors or assigns.

The filing date of the Articles of Organization of the Company was December 14, 2001.

In accordance with Section 608.411(2) of the Florida Limited Liability Company Act, this Amendment shall be effective upon its filing with the Florida Department of State.

The foregoing Amendment to the Articles of Organization of the Company was proposed and unanimously approved by the Company's sole member on February 8, 2002, pursuant to Sections 608.4231 of the Florida Limited Liability Company Act.

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IN WITNESS WHEREOF, the undersigned the President of the Company has executed these Articles of Amendment this 27 day of February, 2002.

CONDOTEL MANAGEMENT SERVICES, LLC

By: CONDOTEL HOLDINGS, LLLP,
its Sole Member

By: CONDOTEL PROPERTIES, INC.,
its General Partner

By: 
Name: Rafael Villa
Title: President

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