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**CORPORATION(S) NAME**

Texmark Miami River Inc.

merging into:

Miami Retail Partners LLC

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TERREMARK MIAMI RIVER INC., a Florida corp., P98000010405

INTO

**MIAMI RETAIL PARTNERS LLC**, a Delaware entity, M99000000915

File date: June 24, 1999

Corporate Specialist: Buck Kohr

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ARTICLES OF MERGER  
of  
TERREMARK MIAMI RIVER INC. P98000010405  
With and Into  
MIAMI RETAIL PARTNERS LLC m99000000915

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act, Miami Retail Partners LLC a Delaware limited liability company, as the Surviving Entity in a Merger, hereby submits the following Articles of Merger:

1. **Parties to the Merger:** The names of the entities which are parties to the merger (the "**Merger**") contemplated by these Articles of Merger are Terremark Miami River Inc., a Florida corporation (the "**Merging Corporation**"), and Miami Retail Partners LLC, a Delaware limited liability company. The Surviving Entity in the Merger is Miami Retail Partners LLC, a Delaware limited liability company (the "**Surviving Entity**").

2. **Plan of Merger:** The plan of merger is set forth in an Agreement and Plan of Merger, dated as of June 24, 1999, between the Merging Corporation and the Surviving Entity (the "**Agreement of Merger**"), a copy of which Agreement of Merger is attached hereto as Exhibit "A".

3. **Approval:** The Agreement of Merger was approved by (a) the sole shareholder of Merging Corporation in accordance with applicable provisions of the Florida Business Corporation Act, F.S. Chapter 607, and (b) the members of the Surviving Entity in accordance with applicable laws of the State of Delaware.

4. **Effective Date:** The Merger shall become effective at 2:04 p.m. on June 24, 1999.

5. **The Surviving Entity:**

(a) The address, including street and number, of the principal office of the Surviving Entity is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801.

(b) The Surviving Entity is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Merging Corporation.

(c) The Surviving Entity has agreed to promptly pay to the dissenting shareholders of the Merging Corporation the amount, if any, to which they are entitled under Section 607.1302.

Dated the 24 day of June, 1999.

**Surviving Entity:**

**MIAMI RETAIL PARTNERS LLC,** \*  
a Delaware limited liability company

By: MDP Ventures II LLC,  
its Managing Member

By: \_\_\_\_\_

Name: Brian J. Collins  
Title: Vice President

**Merging Corporation:**

**TERREMARK MIAMI RIVER INC.**

By: \_\_\_\_\_

Name: Brian J. Collins  
Title: Vice President

\* MIAMI RETAIL PARTNERS LLC is managed by its Managing Member, MDP VENTURES II LLC.

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## Merger Agreement

This Merger Agreement (this "Agreement"), is entered into as of June 24, 1999, by and between Terremark Miami River Inc., a Florida corporation ("TMRI") and Miami Retail Partners LLC, a Delaware limited liability company ("MRP").

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1. The participating entities, TMRI and MRP, shall, pursuant to the provisions of the laws of the State of Delaware and the laws of the State of Florida, be merged with and into a single limited liability company. MRP, which shall be the surviving limited liability company upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving limited liability company," shall continue to exist as said surviving limited liability company pursuant to the provisions of the Delaware Limited Liability Company Act (the "Act"). The separate existence of TMRI, which is sometimes hereinafter referred to as the "terminating entity," shall cease upon the effective date of the merger in accordance with the provisions of the laws of the jurisdiction of its formation. The merger shall become effective upon the filing of, and in accordance with, the Certificate of Merger with the Secretary of State of the State of Delaware and the Articles of Merger with the State of Florida.

2. The certificate of formation of the surviving limited liability company as of the effective date of the merger shall be the certificate of formation of said surviving limited liability company and shall continue in full force and effect until sooner amended or changed as permitted by the provisions of the Act.

3. The limited liability company operating agreement of the surviving limited liability company upon the effective date of the merger will be the limited liability company operating agreement of said surviving limited liability company and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Act.

4. All of the outstanding shares of capital stock of TMRI shall be converted into a membership interest in the surviving limited liability company.

5. The merger of the terminating entity with and into the surviving limited liability company shall be authorized in the manner prescribed by the laws of the jurisdiction of formation of the terminating entity, and the Agreement herein made and adopted shall be submitted to the shareholders or members for their adoption or rejection in the manner prescribed by the provisions of the Act.

6. In the event that the merger of the terminating entity with and into the surviving limited liability company shall have been duly authorized in compliance with the laws of the jurisdiction of formation of the terminating entity, and in the event that the Agreement shall have been adopted by the members of the surviving limited liability company in the manner prescribed by the provisions of the Act, the terminating entity and the surviving limited liability


company hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The officers of the terminating entity and the members of the surviving limited liability company, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for.

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IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 24 day of June, 1999.


**TERREMARK MIAMI RIVER INC.**

By:   
Name: Brian J. Collins  
Title: Vice President

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**MIAMI RETAIL PARTNERS LLC**

By: MDP Ventures II LLC,  
its Managing Member

By:   
Name: Brian J. Collins  
Title: Vice President