

P00000044426

2601 South Bayshore Drive
9th Floor
Miami, Florida 33133
305-856-3200
305-856-8190 (facsimile)

Terremark Communications Group, Inc.

May 2, 2001

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Merger and Name Change


100004139681--2
-05/07/01--01127--003
*****78.75 *****78.75

Gentlemen:

Enclosed please find an original and one copy of the Plan and Articles of Merger of TerreNAP Data Centers, Inc. into Terremark Communications Group, Inc., and changing the name of the surviving corporation to TerreNAP Data Centers, Inc., together with a check in the amount of \$78.75 to cover the following costs: filing fee (\$35); registered agent fee (\$35); and, fee for return of certified copy of Articles (\$8.75).

Thank you for your kind attention in this matter.

Very truly yours,


Robert D. Sichta
Assistant Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY 24 AM 8:23

Merger & N/C

V. SHEPARD MAY 30 2001

Enclosures

ARTICLES OF MERGER
Merger Sheet

MERGING:

TERRENAP DATA CENTERS, INC., a Florida corporation, P00000106469

INTO

TERREMARK COMMUNICATIONS GROUP, INC. which changed its name to
TERRENAP DATA CENTERS, INC., a Florida entity, P00000044426

File date: May 24, 2001

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 17, 2001

ROBERT D. SICHTA
2601 SOUTH BAYSHORE DR.
9TH FLOOR
MIAMI, FL 33133

SUBJECT: TERREMARK COMMUNICATIONS GROUP, INC.
Ref. Number: P00000044426

We have received your document for TERREMARK COMMUNICATIONS GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please delete part (a) on number Seventh of your document as you can't appoint the Secretary of State as your registered agent on a domestic corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 101A00030214

Rec'd 5/24

2601 South Bayshore Drive
9th Floor
Miami, Florida 33133
305-856-3200
305-856-8190 (facsimile)

Terremark Communications Group,
Inc.

May 22, 2001

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Attention: Velma Shephard, Corporate Specialist

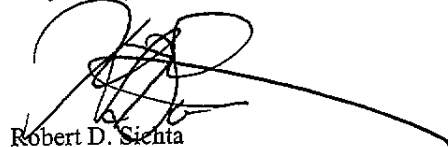
RE: Merger and Name Change

Dear Velma:

Thank you for your good assistance on the phone today, pursuant to which enclosed please find an original and copy of the Plan and Articles of Merger of TerreNAP Data Centers, Inc. into Terremark Communications Group, Inc., and changing the name of the surviving corporation to TerreNAP Data Centers, Inc., with part (a) of Paragraph Seventh deleted therefrom. Also enclosed please find a copy of your cover letter of May 17th.

Thank you again for your most excellent help.

Very truly yours,



Robert D. Siehna
Assistant Secretary

Enclosures as noted

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**PLAN AND ARTICLES OF MERGER
OF
TERRENAP DATA CENTERS, INC.,
A FLORIDA CORPORATION
INTO
TERREMARK COMMUNICATIONS GROUP, INC.,
A FLORIDA CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY 24 AM 8:23

THE UNDERSIGNED CORPORATIONS DO HEREBY CERTIFY:

FIRST: The name and state of incorporation of each of the constituent corporations (the "Constituent Corporations") of the merger (the "Merger") is as follows:

NAME	STATE OF INCORPORATION
TerreNAP Data Centers, Inc. 2601 South Bayshore Drive, 9 th Floor Miami, Florida 33133	Florida
Terremark Communications Group, Inc. 2601 South Bayshore Drive, 9 th Floor Miami, Florida 33133	Florida

SECOND: That an Agreement and Plan of Merger (the "Merger Agreement") between the parties to the Merger has been approved and adopted by the directors and sole shareholder of each of the Constituent Corporations in accordance with the requirements of Florida law and that upon filing this document with the Secretary of State of Florida, the Merger shall be effective (the "Effective Time").

THIRD: The surviving corporation of the Merger is Terremark Communications Group, Inc., a Florida corporation (the "Surviving Corporation").

FOURTH: The terms and conditions of the Merger and the manner and basis of converting the shares of the Constituent Corporations is as follows:

- (a) Corporate Existence
 - (1) From and after the Effective Time, Terremark Communications Group, Inc. ("TCG" or "Surviving Corporation") as the Surviving Corporation shall continue its existence as a Florida corporation and (i) it shall thereupon possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Corporations; (ii) all debts due to either the Constituent Corporations, on whatever account, all causes in action

and all other things belonging to either of the Constituent Corporations shall be taken and deemed to be transferred to and shall be vested in the Surviving Corporation by virtue of the Merger without further act or deed; (iii) the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; and (iv) all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

- (2) From and after the Effective Time, (i) the Articles of Incorporation and Bylaws of TCG, as existing immediately prior to the Effective Time, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation subject to amendments adopted herein, if any, and any subsequent amendments; and (ii) the officers and directors of the Surviving Corporation holding office immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation, each to serve subject to the Surviving Corporation's Articles of Incorporations and Bylaws.

(b) Conversion of Securities

Each share of TerreNAP Data Centers, Inc. (the "Acquired Corporation") common stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist. Each share of the Surviving Corporation common stock issued and outstanding upon the Effective Time shall remain issued and outstanding as in effect immediately prior to the Merger.

FIFTH: Voting results for the Merger are as follows:

- (a) TerreNAP Data Centers, Inc. The Merger Agreement was submitted to and approved by the sole shareholder and directors of the Acquired Corporation by unanimous written consent dated May 2, 2001, and all 5,100 shares (100%) of the issued and outstanding common stock of the Acquired Corporation voted for the Merger and the Merger Agreement, resulting in the approval of the Merger and the Merger Agreement.
- (b) Terremark Communications Group, Inc. The Merger Agreement was submitted to and approved by the sole shareholder and directors of the

Surviving Corporation by unanimous written consent dated May 2, 2001, and all 5,100 shares (100%) of the issued and outstanding common stock of the surviving Corporation voted for the Merger and the Merger Agreement, resulting in the approval of the Merger and the Merger Agreement.

SIXTH: The Merger Agreement, dated May 2, 2001, by and between the Constituent Corporations, is on file at the principal place of business of TCG at 2601 South Bayshore Drive, 9th Floor, Miami, Florida 33133, and will be furnished on request without cost to any shareholder of either of the Constituent Corporations which are parties hereto.

SEVENTH: Upon this Merger becoming effective, the Surviving Corporation acknowledges that it is deemed, under Florida law to agree that it will promptly pay to the dissenting shareholders of each domestic corporation party to the Merger or share exchange the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

EIGHTH: Article I of the Surviving Corporation's Articles of Incorporations is deleted in its entirety and amended to read as follows:

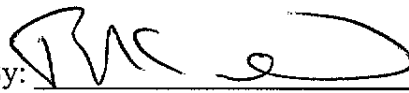
ARTICLE I – NAME AND BUSINESS ADDRESS


The name of this Corporation is TerreNAP Data Centers, Inc. Its principal office address is 2601 South Bayshore Drive, Ninth Floor, Miami, Florida 33133.

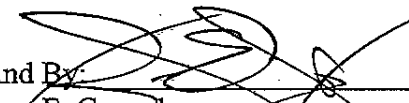
SIGNATURES ON FOLLOWING PAGE


Terremark Communications Group, Inc.
a Florida corporation

TerreNAP Data Centers, Inc.
a Florida corporation

By: 
Brian K. Goodkind,
Its: Vice President

By: 
Brian K. Goodkind,
Its: Vice President

And By: 
Jose E. Gonzalez,
Its: Vice President & Secretary

And By: 
Jose E. Gonzalez,
Its: Vice President & Secretary

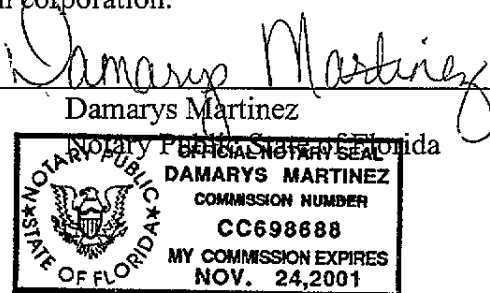
State of Florida)

County of Miami-Dade)

Before me, the undersigned Notary Public in and for the said county and state, personally appeared Brian K. Goodkind and Jose E. Gonzalez, the Vice President, and Vice President & Secretary, respectively, of Terremark Communications Group, Inc., a Florida corporation, who are personally known to me and who signed the foregoing Plan and Articles of Merger on behalf of such corporation.

Dated: May 2, 2001

My Commission Expires:



State of Florida)

County of Miami-Dade)

Before me, the undersigned Notary Public in and for the said county and state, personally appeared Brian K. Goodkind and Jose E. Gonzalez, the Vice President, and Vice President & Secretary, respectively, of TerreNAP Data Centers, Inc., a Florida corporation, who are personally known to me and who signed the foregoing Plan and Articles of Merger on behalf of such corporation.

Dated: May 2, 2001

My Commission Expires:

