

To:
Subject

Division of Corporations

From: Patricia Tadlock

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Florida Department of State

Division of Corporations

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To:

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

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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0150.101890

MERGER OR SHARE EXCHANGE

TERREMARK NORTH AMERICA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$163.75

D. BRUCE

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EXAMINER

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ARTICLES OF MERGER

OF

**ACCRIIS CORPORATION,
DATA RETURN LLC,
DIGITAL OPS LLC**

and

NAP OF THE AMERICAS/WEST, INC.

with and into

TERREMARK NORTH AMERICA, INC.

Dated April 1, 2009

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Pursuant to and in accordance with the provisions of Section 607.1105 and Section 607.1109 of the Florida Business Corporation Act (the "FBCA"), Accris Corporation, a Florida corporation ("Accris"), Data Return LLC, a Delaware limited liability company ("Data"), Digital Ops LLC, a Delaware limited liability company ("Digital"), Nap of the Americas/West, Inc., a Florida corporation ("Nap"), and Terremark North America, Inc., a Florida corporation ("TNA"), do hereby adopt these Articles of Merger (these "Articles") for the purpose of merging Accris, Data, Digital and Nap with and into TNA, with TNA surviving the merger (the "Merger").

1. Plan of Merger. That certain Agreement and Plan of Merger (the "Plan"), dated April 1, 2009 is attached hereto as Exhibit A.
2. Approval of Plan. the Plan was approved: (i) by Accris, Nap and TNA in accordance with the applicable provisions of the FBCA; and (ii) by Data and Digital in accordance with the applicable laws of the State of Delaware.
3. Effective Date. The effective date of the Merger shall be the date on which these Articles are filed with the Department of State of the State of Florida.
4. Date of Plan Adoption. The respective sole shareholder of Accris, Nap and TNA adopted the Plan on April 1, 2009.
5. Counterparts; Facsimile Signatures. These Articles may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute but one document. Facsimile signatures shall be deemed originals for all purposes of these Articles.

[Signature page follows]

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FLORIDA

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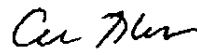
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IN WITNESS WHEREOF, the undersigned have executed these Articles as of the date first set forth above.

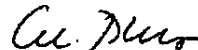
TERREMARK NORTH AMERICA, INC.

By: 
Name: Manuel D. Medina
Title: President

ACCRIS CORPORATION

By: 
Name: Manuel D. Medina
Title: President

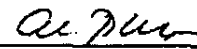
NAP OF THE AMERICAS/WEST, INC.

By: 
Name: Manuel D. Medina
Title: President

DATA RETURN LLC

By its sole member:

TerreNAP Data Centers, Inc.

By: 
Name: Manuel D. Medina
Title: President

DIGITAL OPS LLC

By its sole member:

Data Return LLC

By its sole member:

TerreNAP Data Centers, Inc.

By: 
Name: Manuel D. Medina
Title: President

Signature Page to Articles of Merger

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Exhibit A

[AGREEMENT AND PLAN OF MERGER]

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Plan"), dated April 1, 2009, is by and among TERREMARK NORTH AMERICA, INC., a Florida corporation ("TNA"), ACCRIS CORPORATION, a Florida corporation ("Accris"), NAP OF THE AMERICAS/WEST, INC., a Florida corporation ("Nap"), DIGITAL OPS LLC, a Delaware limited liability company ("Digital"), DATA RETURN LLC, a Delaware limited liability company ("Data"), TERREMARK WORLDWIDE, INC., a Delaware corporation ("Terremark"), and TERRENAP DATA CENTERS, INC., a Florida corporation ("TerreNAP").

WHEREAS, each of TNA, Accris, Nap, Digital, Data and TerreNAP is a direct or indirect wholly-owned subsidiary of Terremark; and

WHEREAS, in connection with the internal reorganization of certain of Terremark's subsidiaries, the parties hereto desire to effect the merger of each of Accris, Nap, Digital and Data with and into TNA (the "Merger") with TNA as the surviving entity (the "Surviving Entity"); and

WHEREAS, the respective Board of Directors or Member, as applicable, of TNA, Accris, Nap, Digital and Data deems it in the best interest of its respective company to adopt and approve this Plan; and

WHEREAS, each of Data and Digital is classified as a corporation for United States federal income tax purposes; and

WHEREAS, it is intended that the Merger qualify as a tax-free reorganization under Section 368 of the United States Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration for their mutual promises and intending to be legally bound hereby, the undersigned parties agree as follows:

1. **Constituent Entities.** Accris, Nap, Digital, Data and TNA (together, the "Constituent Entities") shall be parties to the Merger.

2. **Terms and Conditions of Merger.** Pursuant to the applicable provisions of the Florida Business Corporation Act (the "FBCA") and the Delaware Limited Liability Company Act (the "DLLCA"): (A) each of Accris, Nap, Digital and Data (the "Merging Entities") shall merge with and into the Surviving Entity; and (B) upon the filing of Articles of Merger with the Department of State of the State of Florida and a Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Time"), the separate existence of the Merging Entities shall cease, and the Surviving Entity shall continue to exist in accordance with the applicable provisions of the FBCA and the DLLCA.

3. **Conversion of Capital Stock and Membership Interests.** At the Effective Time, by virtue of the Merger and without any action by any party hereto (it being the intention of the parties hereto that the Merger qualify as a tax-free reorganization under Section 368 of the United States Internal Revenue Code of 1986):

a) (i) all issued and outstanding membership interests in Data and (ii) all issued and outstanding membership interests in Digital shall each be deemed to be converted into

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and exchanged for one share of common stock, par value \$0.01 per share, of TNA (each an "Exchange Share"), all of which Exchange Shares shall be retained in the treasury of the Surviving Entity (provided, however, the parties recognize that for tax purposes the transaction shall be treated as a transfer by Digital and Data of all of their assets to TNA, in each case, pursuant to Treasury regulation section 1.368-2T(l)(2)(i), in exchange for a nominal share of TNA, which nominal share shall be treated as (i) in the case of Digital, transferred to Data in exchange for and cancellation of all of the issued and outstanding membership interest in Digital held by Data, followed by a distribution of the nominal share by Data to TerreNAP and a contribution of the nominal share by TerreNAP to TNA, and (ii) in the case of Data, transferred by Data to TerreNAP in exchange for and cancellation of all of the issued and outstanding membership interest in Data held by TerreNAP, followed by a contribution of the nominal share by TerreNAP to TNA); and

b) (i) all issued and outstanding capital stock of Accris and (ii) all issued and outstanding capital stock of Nap shall each be deemed to be converted into and exchanged for one Exchange Share, all of which Exchange Shares shall be deemed contributed by (x) Terremark to (y) TerreNAP to (z) the Surviving Entity, at which such Exchange Shares shall be deposited into and remain in the treasury of the Surviving Entity (provided, however, the parties recognize that for tax purposes the transaction shall be treated as a transfer by Accris and Nap of all of their assets to TNA, in each case, pursuant to Treasury regulation section 1.368-2T(l)(2)(i), in exchange for a nominal share of TNA, which nominal shares shall be treated as transferred by Accris and Nap (one nominal share each) to Terremark in exchange for all, and cancellation of all of the issued and outstanding capital stock of Accris and Nap, respectively, held by Terremark, followed by contributions of those nominal shares by Terremark to TerreNAP and by TerreNAP to TNA).

4. **Effect of Merger.** At the Effective Time, the Surviving Entity shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of the Merging Entities, and all obligations belonging to or due to each of the Merging Entities shall be vested in the Surviving Entity without further act or deed. The Surviving Entity shall be liable for all the obligations of the Merging Entities; any claim existing or action or proceeding pending by or against any or all of the Merging Entities may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the Surviving Entity may be substituted in its place; and all the rights of creditors of each of the Merging Entities shall be preserved unimpaired.

5. **Officers.** The officers of the Surviving Entity in office immediately preceding the Effective Time shall continue as the officers of the Surviving Entity, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the articles of incorporation and bylaws of the Surviving Entity.

6. **Amendment of Plan.** The respective Board of Directors or Member, as applicable, of each of the Constituent Entities, acting together, may amend this Plan at any time prior to the Effective Time, subject to applicable laws.

[Signature page follows]

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From: Patricia Tadlock

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IN WITNESS WHEREOF, the undersigned have executed this Plan as of the date first set forth above

TERREMARK WORLDWIDE, INC.

By: C. Medina
Name: Manuel D. Medina
Title: President

TERREMARK NORTH AMERICA, INC.

By: C. Medina
Name: Manuel D. Medina
Title: President

TERRENAP DATA CENTERS, INC.

By: C. Medina
Name: Manuel D. Medina
Title: President

ACCRIS CORPORATION

By: C. Medina
Name: Manuel D. Medina
Title: President

NAP OF THE AMERICAS/WEST, INC.

By: C. Medina
Name: Manuel D. Medina
Title: President

DATA RETURN LLC

By its sole member:

TerreNAP Data Centers, Inc.

By: C. Medina
Name: Manuel D. Medina
Title: President

DIGITAL OPS LLC

By its sole member:

Data Return LLC

By its sole member:

TerreNAP Data Centers, Inc.

By: C. Medina
Name: Manuel D. Medina
Title: President

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