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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
TERREMARK NORTH AMERICA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$243.75

A. LUNT

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EXAMINEE

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ARTICLES OF MERGER

OF

PARK WEST TELECOMMUNICATIONS INVESTORS, INC.
TERREMARK FINANCIAL SERVICES, INC.
TERREMARK MANAGEMENT SERVICES, INC.
TERREMARK FORTUNE HOUSE #1, INC.
TERREMARK DATAVAULTING LLC.
and
SPECTRUM TELECOMMUNICATIONS CORP.

with and into

TERREMARK NORTH AMERICA, INC.

Dated December 7, 2011

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Pursuant to and in accordance with the provisions of Section 607.1109 of the Florida Business Corporation Act (the "FBCA"), Park West Telecommunications Investors, Inc., a Florida corporation ("PARK"), Terremark Financial Services, Inc., a Florida corporation, ("TFS"), Terremark Management Services, Inc., a Florida corporation, ("TMS"), Terremark DataVaulting LLC, a Virginia limited liability company, ("TDV"), Spectrum Telecommunications Corp., a Delaware corporation ("Spectrum"), Terremark Fortune House # 1, Inc., a Florida corporation ("TFH"), and Terremark North America, Inc., a Florida corporation ("TNA"), do hereby adopt these Articles of Merger (these "Articles") for the purpose of merging PARK, TFS, TMS, TDV and TFH 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 December 7, 2011 is attached hereto as Exhibit A.
2. Approval of Plan. the Plan was approved: (i) by PARK, TFS, TMS and TFH in accordance with the applicable provisions of the FBCA; (ii) by Spectrum in accordance with the applicable laws of the State of Delaware and (iii) by TDV in accordance with the applicable laws of the State of Virginia.
3. Effective Date. The effective date of the Merger shall be December 31, 2011.
4. Date of Plan Adoption. The respective sole shareholder of PARK, TFS, TMS, TFH, Spectrum and TNA adopted the Plan on December 7, 2011.
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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(FAX)

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

TERREMARK WORLDWIDE, INC.

By: Kerry T. Bailey
Name: Kerry T. Bailey
Title: President

TERREMARK NORTH AMERICA, INC.

By: Kerry T. Bailey
Name: Kerry T. Bailey
Title: President

TERREMARK DATA CENTERS, INC.

By: Kerry T. Bailey
Name: Kerry T. Bailey
Title: President

TERREMARK LATIN AMERICA, INC.

By: Kerry T. Bailey
Name: Kerry T. Bailey
Title: President

PARK WEST TELECOMMUNICATIONS INVESTORS, INC.

By: Kerry T. Bailey
Name: Kerry T. Bailey
Title: President

TERREMARK SERVICES, INC.

By: Kerry T. Bailey
Name: Kerry T. Bailey
Title: President

TERREMARK DATAVAULTING LLC

By its sole member:

Terremark North America, Inc.

By: Kerry T. Bailey
Name: Kerry T. Bailey
Title: President

TERREMARK FINANCIAL SERVICES, INC.

By: Kerry T. Bailey
Name: Kerry T. Bailey
Title: President

TERREMARK MANAGEMENT SERVICES INC.

By: Kerry T. Bailey
Name: Kerry T. Bailey
Title: President

TERREMARK FORTUNE HOUSE #1 INC.

By: Kerry T. Bailey
Name: Kerry T. Bailey
Title: President

SPECTRUM TELECOMMUNICATIONS CORP.

By: Kerry T. Bailey
Name: Kerry T. Bailey
Title: President

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EXHIBIT A

[AGREEMENT AND PLAN OF MERGER]

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AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** (this "Plan"), dated as of December 7, 2011, is by and among **TERREMARK NORTH AMERICA, INC.**, a Florida corporation ("**TNA**"), **TERREMARK DATAVAULTING LLC**, a Virginia limited liability company ("**TDV**"), **SPECTRUM TELECOMMUNICATIONS CORP.**, a Delaware corporation ("**Spectrum**"), **PARK WEST TELECOMMUNICATIONS INVESTORS, INC.**, a Florida corporation ("**Park**"), **TERREMARK FINANCIAL SERVICES, INC.**, a Florida corporation ("**TFS**"), **TERREMARK MANAGEMENT SERVICES, INC.**, a Florida corporation ("**TMS**"), **TERREMARK FORTUNE HOUSE #1, INC.**, a Florida corporation ("**TFH**"), **TERREMARK WORLDWIDE, INC.**, a Delaware corporation ("**Terremark**"), **TERRENAP DATA CENTERS, INC.**, a Florida corporation ("**TerreNAP Data**"), **TERREMARK LATIN AMERICA, INC.**, a Florida corporation ("**TLA**"), and **TERRENAP SERVICES INC.**, a Florida corporation ("**TerreNap Services**")

WHEREAS, each of TNA, TDV, Spectrum, Park, TFS, TMS, TFH, TerreNAP Data, TLA and TerreNap Services 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 TDV, Spectrum, Park, TFS, TMS and TFH with and into TNA (the "**Merger**") with TNA as the surviving entity (the "**Surviving Entity**"); and

WHEREAS, the Board of Directors or Member, as applicable, of each of TNA, TDV, Spectrum, Park, TFS, TMS, and TFH deems it in the best interest of its company to adopt and approve this Plan; and

WHEREAS, it is intended that (A) the merger of TDV with and into TNA will be treated as a non-event under the U.S. Internal Revenue Code and applicable Treasury regulations because TDV as a limited liability company that has not elected to be treated as a corporation for U.S. Federal income tax purposes and is wholly-owned by TNA is a disregarded entity pursuant to Treasury regulation section 301.7701-3(b)(1)(ii) and (B) each of the mergers of Spectrum, Park, TFS, TMS and TFH with and into TNA will 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.** TDV, Spectrum, Park, TFS, TMS, TFH 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**"), the Delaware General Corporation Law (the "**DGCL**") and the Virginia Limited Liability Company Act (the "**VLLCA**"): (A) each of TDV, Spectrum, Park, TFS, TMS and TFH (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, a Certificate of Merger with the Secretary of State of the State of Delaware and Articles of Merger with the State Corporation Commission of Virginia, the separate existence of the Merging Entities shall cease, and the Surviving Entity shall continue to exist in

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TALLAHASSEE, FLORIDA
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accordance with the applicable provisions of the FBCA, the DGCL and the VLLCA, effective as of December 31, 2011 (the "Effective Time").

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 have the U.S. Federal income tax consequences described in the fourth Recital to this Plan):

a) all issued and outstanding membership interests in TDV shall be deemed to be converted into and exchanged for one share of common stock, par value \$0.01 per share, of TNA (the "Exchange Share"), which Exchange Share shall be retained in the treasury of the Surviving Entity (provided, however, the parties recognize that for U.S. Federal income tax purposes the transaction shall be treated as a nonevent); and

b) (i) all issued and outstanding capital stock of TFS, TMS, TFH, Park and Spectrum shall, in each case, be deemed to be converted into and exchanged for one Exchange Share, all of which Exchange Shares shall be deemed contributed by (A) Terremark (in the case of Park), TLA (in the case of Spectrum) and TerreNap Services (in the case of TFS, TMS and TFH) to TerreNAP Data and (B) TerreNAP Data to 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 TFS, TMS, TFH, Park and Spectrum of all of their assets to TNA, in each case, pursuant to Treasury regulation section 1.368-2(i)(2)(i), in exchange for a nominal share of TNA, which nominal shares shall be treated as (a) in the case of TFS, TMS and TFH, transferred by TFS, TMS and TFH (one nominal share each) to TerreNap Services in exchange for cancellation of all the issued and outstanding capital stock of TFS, TMS and TFH, respectively, held by TerreNap Services, followed by distribution of those nominal shares held by TerreNap Services to Terremark and a contribution of such nominal shares by Terremark to TerreNAP Data and by TerreNAP Data to TNA, (b) in the case of Park, transferred by Park to Terremark in exchange for all and cancellation of all of the issued and outstanding capital stock of Park held by Terremark, followed by a contribution of the nominal share by Terremark to TerreNAP Data and by TerreNAP Data to TNA and (c) in the case of Spectrum, transferred by Spectrum to TLA in exchange for cancellation of all the issued and outstanding capital stock of Spectrum held by TLA, followed by a distribution of the nominal share held by TLA to TerreNAP Data and a contribution of such nominal share by TerreNAP Data 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.

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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 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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TALLAHASSEE, FLORIDA

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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: Kerry T. Bailey
Name: Kerry T. Bailey
Title: President

TERREMARK NORTH AMERICA, INC.

By: Kerry T. Bailey
Name: Kerry T. Bailey
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By: Kerry T. Bailey
Name: Kerry T. Bailey
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TERREMARK DATAVAULTING LLC

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Name: Kerry T. Bailey
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By: Kerry T. Bailey
Name: Kerry T. Bailey
Title: President

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ALLAHASSEE, FLORIDA

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