

P.O.D.D.D.D.D.S 8705

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A PROFESSIONAL ASSOCIATION

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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FACSIMILE
(305) 858-4777

VIA FEDERAL EXPRESS

August 23, 2000

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100003371911--2
-08/24/00--01070--003
*****122.50 *****78.75

**Post Shell Technology Contractors, Inc., a Florida Corporation, Merger
Into Terremark Post Acquisition, Inc., a Florida Corporation**

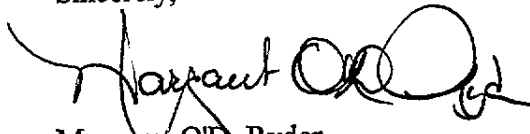
Ladies and Gentlemen:

Enclosed herein for filing with the Florida Secretary of State are the Plan and Articles of Merger on behalf of the captioned entities, with Terremark Post Acquisition, Inc., a Florida corporation, being the surviving corporation. Please note that Article Eighth of the Plan and Articles of Merger provide for amending the surviving corporation's Articles of Incorporation to change the company's name to Terremark Post Shell Technology Contractors, Inc.

Also enclosed is a check in the amount of \$122.50, made payable to the Florida Secretary of State, to cover the required certified copy and filing fees. Please forward the certified copy of the Plan and Articles of Merger to me in the enclosed prepaid Federal Express envelope. If you have any questions please call me at my direct number (305) 860-7362.

*Merger
9-7-00
MRS*

Sincerely,


Margaret O'D. Ryder
Legal Assistant

MODR
Enclosures

ARTICLES OF MERGER
Merger Sheet

MERGING:

POST SHELL TECHNOLOGY CONTRACTORS, INC., a Florida corporation,
G81667

INTO

TERREMARK POST ACQUISITION, INC. which changed its name to

TERREMARK POST SHELL TECHNOLOGY CONTRACTORS, INC., a Florida
entity, P00000058705

File date: August 24, 2000

Corporate Specialist: Doug Spitler

FILED

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**PLAN AND ARTICLES OF MERGER
OF
POST SHELL TECHNOLOGY CONTRACTORS, INC.
A FLORIDA CORPORATION,
INTO
TERREMARK POST ACQUISITION, INC.,
A FLORIDA CORPORATION**

CLERK OF STATE
TALLAHASSEE, FLORIDA

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
Post Shell Technology Contractors, Inc. 6358 Manor Lane South Miami, Florida 33143	Florida
Terremark Post Acquisition, Inc. 2601 south Bayshore Drive Suite 900 Miami, Florida 33133 Coral Gables, Florida 33143	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 the shareholders 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 the State of Florida, the Merger shall be effective (the "Effective Time").

THIRD: The surviving corporation of the Merger is Terremark Post Acquisition, 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 Post Acquisition, Inc. as the Surviving Corporation shall continue its existence as a Florida corporation and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Corporations; (ii) all debts due to either of 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 Terremark Post Acquisition, Inc., 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 Incorporation and Bylaws.

(b) Conversion of Securities

Each share of Post Shell Technology Contractors, 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) Post Shell Technology Contractors, Inc. The Merger Agreement was submitted to and approved by the shareholders of the Acquired Corporation by written consent, dated June 22, 2000, and all 1,000 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 Merger Agreement.

- (b) Terremark Post Acquisition, Inc. The Merger Agreement was submitted to and approved by the shareholders and the directors of the Surviving Corporation by written consent, dated June 22, 2000, and 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 Merger Agreement.

SIXTH: The Merger Agreement, dated June 22, 2000, by and between the Constituent Corporations, is on file at the principal place of business of Terremark Post Acquisition, Inc., at 2601 South Bayshore Drive, Suite 900, 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:

- (a) To appoint the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation party to the Merger or share exchange; and
- (b) 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 Incorporation is deleted in its entirety and amended to read as follows:

ARTICLES I - NAME AND BUSINESS ADDRESS

The name of this corporation is Terremark Post Shell Technology Contractors, Inc. Its principal office address and business mailing address is 2601 South Bayshore Drive, Suite 900, Miami, Florida 33133.

SIGNATURES ON FOLLOWING PAGE

Post Shell Technology Contractors, Inc.,
a Florida corporation

By: _____

Its: President James Siegel

Vice _____

And By: _____

Its: Secretary James Siegel

Terremark Post Acquisition, Inc.,
a Florida corporation

By: _____

Manuel D. Medina

Its: President _____

ROBERT I. FINVARB
VICE-PRESIDENT

And By: _____

Brian K. Goodkind

Its: Vice President and Secretary

State of Florida)

County of Miami-Dade)

Before me, the undersigned Notary Public in and for the said county and state, personally appeared James Siegel and James Siegel, the President and Secretary, respectively, of Post Shell Technology Contractors, Inc., a Florida corporation, who are personally known to me, or produced _____ and _____, respectively, as identification, and who signed the foregoing Plan and Articles of Merger on behalf of such corporation.

Dated: June 22, 2000

My commissions expires:



Robert Finvarb
MY COMMISSION # CC818801 EXPIRES
May 14, 2003
BONDED THRU TROY FAIR INSURANCE, INC.
(print name)
Notary Public State of Florida

State of Florida)

County of Miami-Dade)

Before me, the undersigned Notary Public in and for the said county and state, personally appeared Manuel D. Medina and Brian K. Goodkind, the President and the Vice President and Secretary, respectively, of Terremark Post Acquisition, Inc., a Florida corporation, who are personally known to me, or who produced _____ and _____, respectively, as identification, and who signed the foregoing Plan and Articles of Merger on behalf of such corporation.

Dated: June 22, 2000

My commissions expires:

Margaret O'D. Ryder
(print name)
Notary Public State of Florida



Margaret O'D. Ryder
MY COMMISSION # CC555590 EXPIRES
September 15, 2000
BONDED THRU TROY FAIR INSURANCE, INC.