

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

TERREMARK MEDNAP, INC.

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ARTICLES OF INCORPORATION
OF
TERREMARK MEDNAP, INC.

ARTICLE I

The name of the corporation is **TERREMARK MEDNAP, INC.**, (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2601 South Bayshore Drive, Coconut Grove, Florida 33133.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 2601 South Bayshore Drive, Coconut Grove, County of Miami-Dade, State of Florida 33133 and the name of its initial registered agent at such office is Jose Gonzalez.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is three (3), and the name and address of each member of the initial Board of Directors, who is to serve as the Corporation's director until successors are duly elected and qualified is:

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Manuel D. Medina
2601 South Bayshore Drive
Coconut Grove, Florida 33133

Brian Goodkind
2601 South Bayshore Drive
Coconut Grove, Florida 33133

Jose E Gonzalez
2601 South Bayshore Drive
Coconut Grove, Florida 33133

ARTICLE VII

The name of the Incorporator is Paul Berkowitz and the address of the Incorporator is c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, 21st Floor, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 7th day of October, 2002.


Paul Berkowitz, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of TERREMARK MEDNAP, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


Jose E Gonzalez
Agent for the Registered Agent

Dated: October 7th, 2002

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