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FLORIDA DIVISION OF CORPORATIONS  
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FROM: ADORNO & ZEDER, P.A.  
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NAME: TERREMARK HOTEL & RESORT, INC.  
AUDIT NUMBER .....H97000020145  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS...0  
CERT. COPIES.....1

PAGES..... 2  
DEL.METHOD.. FAX  
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**ARTICLES OF INCORPORATION  
OF  
TERREMARK HOTEL & RESORT, INC.**

The undersigned Incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the corporation is Terremark Hotel & Resort, Inc. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 2601 S. Bayshore Drive, PH-1, Miami, Florida 33133.
- THIRD:** The Corporation is authorized to issue 1,000 shares of Common Stock, par value \$0.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133 and the Registered Agent at that address is Brian K. Goodkind, Esq.
- FIFTH:** The name and address of the Incorporator of the Corporation is: Brian K. Goodkind, 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities of business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is:

Brian K. Goodkind  
2601 S. Bayshore Drive  
Suite 1600  
Miami, Florida 33133

This document prepared by:  
Brian K. Goodkind, Esq.  
Florida Bar #347795  
Adorno & Zeder, P.A.  
2601 South Bayshore Drive  
Suite 1600  
Miami, Florida 33133

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**EIGHTH:** The existence of the Corporation shall commence upon the filing of these Articles of Incorporation, and shall be perpetual.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of December, 1997.



\_\_\_\_\_  
Brian K. Goodkind,  
Incorporator

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**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

I hereby accept the appointment as Registered Agent of Terremark Hotel & Resort, Inc. contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated this 8th day of December, 1997



Brian K. Goodkind, Esq.  
Registered Agent

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