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TO: DIVISION OF CORPORATIONS

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NAME: TERREMARK BRICKELL RETAIL, INC.

AUDIT NUMBER.....H98000000928

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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**ARTICLES OF INCORPORATION  
OF  
TERREMARK BRICKELL RETAIL, 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 Brickell Retail, 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 S. 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, Esq., 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have two directors 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 names and addresses of the initial directors of the Corporation are:

Manuel D. Medina  
 2601 S. Bayshore Drive  
 PH-1  
 Miami, Florida 33133

Teresa Perez-Cisneros  
 2601 S. Bayshore Drive  
 PH-1  
 Miami, Florida 33133

This document prepared by:  
 Brian K. Goodkind, Esq.  
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 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 14th day of January, 1998.



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Brian K. Goodkind, Esq.  
Incorporator

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**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

I hereby accept the appointment as Registered Agent of Terremark Brickell Retail, 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 14th day of January, 1997



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Brian K. Goodkind, Esq.  
Registered Agent

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