


05031999-90022-012-\$158.75-\$158.75

PROFIT CORPORATION ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P98000005909 1. Corporation Name TERREMARK BRICKELL RETAIL, INC.			
Principal Place of Business 2601 S BAYSHORE DRIVE PH-1 MIAMI FL 33133		Mailing Address 2601 S BAYSHORE DRIVE PH-1 MIAMI FL 33133	
DO NOT WRITE IN THIS SPACE			
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country	
3. Date Incorporated or Qualified 01/20/1998		4. FEI Number 65-0820520	
5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
7. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
9. Name and Address of Current Registered Agent GOODKIND, BRIAN K ESO 2601 S BAYSHORE DRIVE SUITE 1600 MIAMI FL 33133		10. Name and Address of New Registered Agent 81 Name CT Corporation System 82 Street Address (P.O. Box Number is Not Acceptable) 1200 S. Pine Island Road 83 84 City Plantation, FL 85 Zip Code 33324	
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.			
SIGNATURE <i>[Signature]</i> Signature, typed or printed name of registered agent and date if applicable		<i>[Signature]</i> Assistant Sec 5/18/1999 (NOTE: Registered Agent signature required when reinstating) DATE	
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE D <input type="checkbox"/> DELETE NAME MEDINA, MANUEL D STREET ADDRESS 2601 S BAYSHORE DRIVE PH-1 CITY-ST-ZIP MIAMI FL 33133	11 TITLE P/D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 12 NAME Christopher J. Jeffries 13 STREET ADDRESS c/o Millennium Partners, 1995 Broadway, New York 14 CITY-ST-ZIP NY 10023		
TITLE D <input type="checkbox"/> DELETE NAME CISNEROS, TERESA PEREZ D STREET ADDRESS 2601 S BAYSHORE DRIVE PH-1 CITY-ST-ZIP MIAMI FL 33133	21 TITLE V/D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 22 NAME Philip E. Aarons 23 STREET ADDRESS c/o Millennium Partners, 1995 Broadway, New York 24 CITY-ST-ZIP NY 10023		
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP	31 TITLE V/D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 32 NAME Philip H. Lovett 33 STREET ADDRESS c/o Millennium Partners, 1995 Broadway, New York 34 CITY-ST-ZIP NY 10023		
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP	41 TITLE V/Assistant S <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 42 NAME Steven L. Hoffman 43 STREET ADDRESS c/o Millennium Partners, 1995 Broadway, New York 44 CITY-ST-ZIP NY 10023		
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP	51 TITLE V/S <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 52 NAME Brian J. Collins 53 STREET ADDRESS c/o Millennium Partners, 1995 Broadway, New York 54 CITY-ST-ZIP NY 10023		
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP	61 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 62 NAME 63 STREET ADDRESS 64 CITY-ST-ZIP		

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14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report, as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: *[Signature]* **SIGNATURE REQUIRED** President & Secretary 4/20/99 (2/2) 595-1831
 Brian J. Collins