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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

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(305) 858-4777

Federal Express

June 22, 1999

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

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-06/23/99--01046--008
*****78.75 *****78.75

Terremark Galloway, Inc.

Ladies and Gentlemen:

Enclosed herein are the original Articles of Incorporation on behalf of the captioned company. Also enclosed is a check in the amount of \$78.75 to cover the requisite filing fee and certified copy fee. Please return the certified copy of the Articles of Incorporation to me in the enclosed prepaid Federal Express envelope. If you have any questions please call me at (305) 860-7362.

Sincerely,


Margaret O.D. Ryder
Legal Assistant

MOR

cc: Brian K. Goodkind(w/enc)

FILED
99 JUN 23 PM 2:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
TERREMARK GALLOWAY, INC.**

FILED
99 JUN 23 PM 2:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Terremark Galloway, Inc. Its principal office address and business mailing address is 2601 South Bayshore Drive, Penthouse One, Miami, Florida 33133.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be Ellen M. Leibovitch, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of six members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The names and addresses of the directors constituting the initial Board of Directors are:

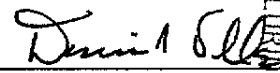
<u>Name</u>	<u>Address</u>
Manuel D. Medina	2601 South Bayshore Drive Penthouse One Miami, Florida 33133
Brian K. Goodkind	2601 South Bayshore Drive Penthouse One Miami, Florida 33133
Michael L. Katz	2601 South Bayshore Drive Penthouse One Miami, Florida 33133
William J. Biondi	2601 South Bayshore Drive Penthouse One Miami, Florida 33133
Irving A. Padron, Jr.	2601 South Bayshore Drive Penthouse One Miami, Florida 33133
Edward P. Jacobsen	2601 South Bayshore Drive Penthouse One Miami, Florida 33133

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name
Dennis J. Olle, Esq.

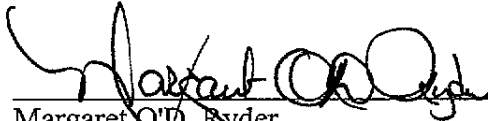
Address
Adorno & Zeder, P.A.
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133


Dennis J. Olle, Esq., Incorporator

FILED
99 JUN 23 PM 2:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of Terremark Galloway, Inc., were acknowledged before me this 22nd day of June, 1999 by Dennis J. Olle, as Incorporator, who is personally known to me.

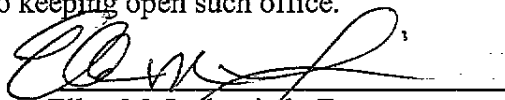

Margaret O'D. Ryder
Notary Public, State of Florida

My Commission Expires: (seal)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Terremark Galloway, Inc., at the place designated in the Articles of Incorporation, Ellen M. Leibovitch agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: June 22, 1999


Ellen M. Leibovitch, Esq.