

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Certificate of Merger and Restatement	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
DS3 Datavaulting, LLC		11/12/2009	LIMITED LIABILITY COMPANY: VIRGINIA
RECEIVING PARTY DATA			
Name:	TERREMARK DATAVAULTING, LLC		
Street Address:	2 Biscayne Blvd. Suite 2800		
City:	Miami		
State/Country:	FLORIDA		
Postal Code:	33131		
Entity Type:	LIMITED LIABILITY COMPANY: VIRGINIA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3305108	DS3 DATAVAULTING	
Registration Number:	3305109	DS3 DATAVAULTING	
Registration Number:	3305110	DS3 DATAVAULTING	
CORRESPONDENCE DATA			
Fax Number:	(305)961-5812		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	3055790812		
Email:	mrv@gtlaw.com		
Correspondent Name:	Greenberg Traurig Attn: Manuel Valcarcel		
Address Line 1:	1221 Brickell Avenue		
Address Line 4:	Miami, FLORIDA 33131		
ATTORNEY DOCKET NUMBER:	006714.032000		
NAME OF SUBMITTER:	Manuel Valcarcel		

CH \$90.00 3305108

900156595

**TRADEMARK
 REEL: 004163 FRAME: 0683**

Signature:	/Manuel Valcarcel/
Date:	03/09/2010
Total Attachments: 8 source=terremarkdatavaulting#page1.tif source=terremarkdatavaulting#page2.tif source=terremarkdatavaulting#page3.tif source=terremarkdatavaulting#page4.tif source=terremarkdatavaulting#page5.tif source=terremarkdatavaulting#page6.tif source=terremarkdatavaulting#page7.tif source=terremarkdatavaulting#page8.tif	

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the articles of merger filed in the Clerk's Office of the Commission on November 13, 2009 by Terremark DataVaulting LLC, a Virginia limited liability company.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
November 16, 2009*

Joel H. Peck
Joel H. Peck, Clerk of the Commission

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, NOVEMBER 13, 2009

The State Corporation Commission finds the accompanying articles submitted on behalf of

Terremark DataVaulting LLC

comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER AND RESTATEMENT

be issued and admitted to record with the articles of merger in the Office of the Clerk of the Commission, effective November 13, 2009. Each of the following:

Terremark DataVaulting LLC

is merged into Terremark DataVaulting LLC (formerly DS3 DataVaulting, LLC), which continues to exist under the laws of VIRGINIA with the name Terremark DataVaulting LLC, and the separate existence of each non-surviving entity ceases.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS0322
09-11-06-0503

TRADEMARK
REEL: 004163 FRAME: 0686

**ARTICLES OF MERGER OF
TERREMARK DATAVAULTING, LLC AND
DS3 DATAVAULTING, LLC**

The undersigned, on behalf of the limited liability companies set forth below, pursuant to Title 13.1, Chapter 12, Article 13 of the Code of Virginia, state as follows:

I. The Plan of Merger (the "Plan") attached hereto and made a part of these Articles of Merger, provides for the merger (the "Merger") of Terremark DataVaulting, LLC, a Virginia limited liability company ("Merger Sub"), with and into DS3 DataVaulting, LLC, a Virginia limited liability company (the "Company"). The Company will be the surviving company of the Merger. The Plan constitutes a "plan of merger" for the purposes of Article 13 of the Virginia Limited Liability Company Act (the "Act").

II. The Plan was adopted by each of the Company and Merger Sub in accordance with § 13.1-1071 of the Act.

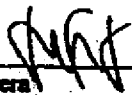
III. These Articles of Merger shall become effective at the time the Certificate of Merger is issued by the Virginia State Corporation Commission.

Executed in the name and on behalf of each party to the Merger, by its duly authorized officer, as of this 12th day of November, 2009:

DS3 DataVaulting, LLC

By: 
Name: Stacy Hayes
Title: President and Member

Terremark DataVaulting, LLC

By: 
Name: Jose Segura
Title: Treasurer and Chief Financial Officer of
Terremark North America, Inc., the sole member

PLAN OF MERGER

Merging

Terremark DataVaulting, LLC, a Virginia limited liability company

S 307912-1

with and into

DS3 DataVaulting, LLC, a Virginia limited liability company

S 076810-3

This Plan of Merger (the "Plan") is made and entered into this 6th day of November, 2009, by and between Terremark DataVaulting, LLC, a Virginia limited liability company ("Merger Sub"), and DS3 DataVaulting, LLC, a Virginia limited liability company (the "Company" or the "Surviving Company").

WHEREAS, the parties desire that Merger Sub shall be merged with and into the Company, with the Company as the surviving company, in accordance with this Plan and the Virginia Limited Liability Company Act (the "Act").

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained in this Plan and intending to be legally bound hereby, the parties agree as follows:

1. Constituent Companies.

The limited liability companies planning to merge are Terremark DataVaulting, LLC and DS3 DataVaulting, LLC, each of which is a Virginia limited liability company. The Company will be the surviving company in the merger.

2. Terms and Conditions of the Merger.

(a) Merger. Upon the terms and subject to the conditions of this Plan and the Virginia Act, at the Effective Time (as defined herein), Merger Sub shall be merged with and into the Company and the separate existence of Merger Sub shall thereupon cease (the "Merger"). The Merger shall have the effects specified in this Plan and the Act.

(b) Effective Time. The Merger shall become effective at the time a certificate of merger is issued by the Virginia State Corporation Commission in accordance with the provisions of the Act (the "Effective Time").

(c) Articles of Organization of the Surviving Company. At the Effective Time, the articles of organization of the Company as in effect immediately prior to the Effective Time shall be amended and restated as set forth in Exhibit A attached hereto, and as so amended and restated shall continue in full force and effect as the Articles of Organization of the Surviving Company (the "Articles of Organization") until duly amended in accordance with the terms thereof and the Act.

(d) Operating Agreement of the Surviving Company. At the Effective Time, the Operating Agreement as in effect immediately prior to the Effective Time shall be amended and restated in the form of the operating agreement of Merger Sub, and as so amended and restated shall continue in full force and effect as the operating agreement of the Surviving Company (the "Operating Agreement") until duly amended in accordance with the terms thereof, the Articles of Organization and the Act.

3. Conversion of Membership Interests.

At the Effective Time, by virtue of the Merger and without any other action on the part of the Company, Merger Sub or their respective members:

(a) each membership interest of Merger Sub outstanding immediately prior to the Effective Time shall be converted into a like membership interest in the Surviving Company, subject to the terms and conditions of the Operating Agreement;

(b) each unit of membership interest in the Company held by Merger Sub or any of its affiliates shall be cancelled and retired without payment of any consideration therefor, and

(c) each unit of membership interest in the Company (excluding any units held by Merger Sub or any affiliate thereof) shall be converted into the right to receive \$0.1066 per unit in cash.

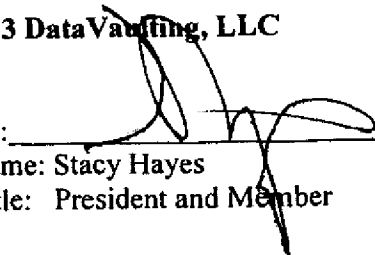
4. Counterparts.

This Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Plan of Merger has been adopted by each of the parties and executed by the undersigned as of the date first above written.

DS3 DataVaulting, LLC

By:  _____

Name: Stacy Hayes

Title: President and Member

Terremark DataVaulting, LLC

By: _____

Name: Jose Segrera

Title: Treasurer and Chief Financial Officer of
Terremark North America, Inc., the sole member

IN WITNESS WHEREOF, this Plan of Merger has been adopted by each of the parties and executed by the undersigned as of the date first above written.

DS3 DataVaulting, LLC

By: _____

Name: Stacy Hayes

Title: President and Member

Terremark DataVaulting, LLC

By: _____ 

Name: Jose Segre

Title: Treasurer and Chief Financial Officer of
Terremark North America, Inc., the sole member

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
DS3 DATAVAULTING, LLC**

These Amended and Restated Articles of Organization for DS3 DataVaulting, LLC are being filed pursuant to Title 13.1, Chapter 12, Article 2 of the Code of Virginia and hereby amend, in their entirety, the Articles of Organization filed with the Virginia State Corporation Commission on April 9, 2002.

ARTICLE I - Name

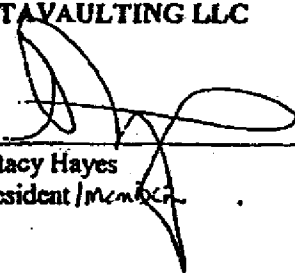
The name of the Limited Liability Company is Terremark DataVaulting LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 2 Biscayne Blvd., Suite 2800, Miami, Florida 33131.

These Amended and Restated Articles of Organization were adopted in accordance with the Virginia Limited Liability Act this 12th day of November, 2009.

DS3 DATAVAULTING LLC

By: 
Name: Stacy Hayes
Title: President / member