

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Terremark Datavaulting LLC		12/07/2011
			LIMITED LIABILITY COMPANY: VIRGINIA
RECEIVING PARTY DATA			
Name:	Terremark North America, Inc.		
Street Address:	2 S. Biscayne Blvd., Suite 2800		
City:	Miami		
State/Country:	FLORIDA		
Postal Code:	33131		
Entity Type:	CORPORATION: FLORIDA		
PROPERTY NUMBERS Total: 3			
	Property Type	Number	Word Mark
	Registration Number:	3305108	DS3 DATAVAULTING
	Registration Number:	3305110	DS3 DATAVAULTING
	Registration Number:	3305109	DS3 DATAVAULTING
CORRESPONDENCE DATA			
Fax Number:	(305)961-5812		
Phone:	3055790812		
Email:	mrv@gtlaw.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Greenberg Traurig Attn Manuel Valcarcel		
Address Line 1:	333 Avenue of the Americas, Suite 4400		
Address Line 4:	Miami, FLORIDA 33131		
ATTORNEY DOCKET NUMBER:	006714.035200		

CH \$90.00 3305108

NAME OF SUBMITTER:	Manuel Valcarcel
Signature:	/Manuel Valcarcel/
Date:	01/25/2012
<b>Total Attachments: 11</b> source=Terremark Datavaulting Merger#page1.tif source=Terremark Datavaulting Merger#page2.tif source=Terremark Datavaulting Merger#page3.tif source=Terremark Datavaulting Merger#page4.tif source=Terremark Datavaulting Merger#page5.tif source=Terremark Datavaulting Merger#page6.tif source=Terremark Datavaulting Merger#page7.tif source=Terremark Datavaulting Merger#page8.tif source=Terremark Datavaulting Merger#page9.tif source=Terremark Datavaulting Merger#page10.tif source=Terremark Datavaulting Merger#page11.tif	



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

Office of the Clerk

December 28, 2011

BETH EPSTEIN  
UCC RETRIEVALS INC  
7288 HANOVER GREEN DR  
MECHANICSVILLE, VA 23111

RECEIPT

RE: Terremark DataVaulting LLC

ID: S076810 - 3

DCN: 11-12-08-0301

Dear Customer:

This is your receipt for \$25.00, covering the fees for filing articles of merger with this office.

The effective date of the certificate of merger is December 31, 2011.

Each non-surviving entity:

Terremark DataVaulting LLC

is merged into Terremark North America, Inc..

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck  
Clerk of the Commission

MERGRcpt  
MERCACPT  
CIS0436

P.O. Box 1197, Richmond, VA 23218-1197  
Tyler Building, First Floor, 1300 East Main Street, Richmond, VA 23219-3630  
Clerk's Office (804) 371-9733 or (866) 722-2551 (toll-free in Virginia) [www.scc.virginia.gov/clk](http://www.scc.virginia.gov/clk)  
Telecommunications Device for the Deaf-TDD/Voice: (804) 371-9206

TRADEMARK  
REEL: 004704 FRAME: 0761

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 28, 2011

The State Corporation Commission finds the accompanying articles submitted on behalf of  
Terremark North America, Inc.

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

CERTIFICATE OF MERGER

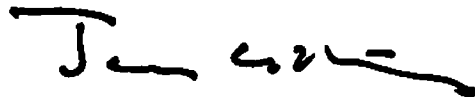
be issued and admitted to record with the articles of merger in the Office of the Clerk of the  
Commission, effective December 31, 2011. Each of the following:

Terremark DataVaulting LLC

is merged into Terremark North America, Inc., which continues to exist under the laws of  
FLORIDA with the name Terremark North America, Inc., and the separate existence of each  
non-surviving entity ceases.

STATE CORPORATION COMMISSION

By



James C. Dimitri  
Commissioner

MERGACPT  
CIS0436  
11-12-08-0301

TRADEMARK  
REEL: 004704 FRAME: 0762

Commonwealth of Virginia  
State Corporation Commission

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ARTICLES OF MERGER

OF

TERREMARK DATAVAULTING LLC  
(a Virginia Limited Liability Company)

S076810-3

and

TERREMARK NORTH AMERICA, INC.  
(a Florida corporation)

F174945-8

Dated December 7, 2011

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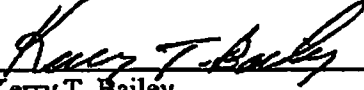
The undersigned, on behalf of Terremark DataVaulting LLC, a Virginia limited liability company ("TDV"), and Terremark North America, Inc., a Florida corporation ("TNA"), pursuant to Section 13.1-1072 of the Code of Virginia, hereby execute these articles of merger (these "Articles") and set forth:

1. Plan of Merger. That certain Agreement and Plan of Merger (the "Plan"), dated December 7, 2011, is attached hereto as Exhibit A, pursuant to which TDV will merge (the "Merger") with and into TNA, with TNA (the "Surviving Corporation") surviving the Merger.
2. Address of Surviving Corporation. The Surviving Corporation is a corporation incorporated under the laws of the State of Florida, with its registered office therein located at Corporate Creations Network, Inc., 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, FL 33410.
3. Approval of Plan by TDV. The Plan was adopted by TDV in accordance with Section 13.1-1071 of the Code of Virginia.
4. Compliance with Florida Law. The Merger is permitted by the laws of the State of Florida, under whose law TNA was incorporated, and TNA has complied with such laws in effecting the Merger.
5. Effective Date. The effective date of the Merger shall be December 31, 2011.
6. Counterparts; Facsimile Signatures. These Articles may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute but one document. Facsimile signatures shall be deemed originals for all purposes of these Articles.

*[Signature page follows]*

**IN WITNESS WHEREOF**, the undersigned have executed these Articles as of the date first set forth above.

**TERREMARK NORTH AMERICA, INC.**

By:   
Name: Kerry T. Bailey  
Title: President

**TERREMARK DATAVAULTING LLC**

By its sole member:

**Terremark North America, Inc.**

By:   
Name: Kerry T. Bailey  
Title: President

*Signature Page to Articles of Merger*

**TRADEMARK**  
**REEL: 004704 FRAME: 0764**

**Exhibit A**

**[AGREEMENT AND PLAN OF MERGER]**

AGREEMENT AND PLAN OF MERGER

F 174945-8

S076810-32011

This AGREEMENT AND PLAN OF MERGER (this "Plan"), dated as of December 7, 2011 is by and among TERREMARK NORTH AMERICA, INC., a Florida corporation ("TNA"), TERREMARK DATAVAULTING LLC, a Virginia limited liability company ("TDV"), SPECTRUM TELECOMMUNICATIONS CORP., a Delaware corporation ("Spectrum"), PARK WEST TELECOMMUNICATIONS INVESTORS, INC., a Florida corporation ("Park"), TERREMARK FINANCIAL SERVICES, INC., a Florida corporation ("TFS"), TERREMARK MANAGEMENT SERVICES, INC., a Florida corporation ("TMS"), TERREMARK FORTUNE HOUSE #1, INC., a Florida corporation ("TFH"), TERREMARK WORLDWIDE, INC., a Delaware corporation ("Terremark"), TERRENAP DATA CENTERS, INC., a Florida corporation ("TerreNAP Data"), TERREMARK LATIN AMERICA, INC., a Florida corporation ("TLA"), and TERRENAP SERVICES INC., a Florida corporation ("TerreNap Services")

all  
w/da

WHEREAS, each of TNA, TDV, Spectrum, Park, TFS, TMS, TFH, TerreNAP Data, TLA and TerreNap Services is a direct or indirect wholly-owned subsidiary of Terremark; and

WHEREAS, in connection with the internal reorganization of certain of Terremark's subsidiaries, the parties hereto desire to effect the merger of each of TDV, Spectrum, Park, TFS, TMS and TFH with and into TNA (the "Merger") with TNA as the surviving entity (the "Surviving Entity"); and

WHEREAS, the Board of Directors or Member, as applicable, of each of TNA, TDV, Spectrum, Park, TFS, TMS, and TFH deems it in the best interest of its company to adopt and approve this Plan; and

WHEREAS, it is intended that (A) the merger of TDV with and into TNA will be treated as a nonevent under the U.S. Internal Revenue Code and applicable Treasury regulations because TDV as a limited liability company that has not elected to be treated as a corporation for U.S. Federal income tax purposes and is wholly-owned by TNA is a disregarded entity pursuant to Treasury regulation section 301.7701-3(b)(1)(ii) and (B) each of the mergers of Spectrum, Park, TFS, TMS and TFH with and into TNA will qualify as a tax-free reorganization under Section 368 of the United States Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration for their mutual promises and intending to be legally bound hereby, the undersigned parties agree as follows:

1. **Constituent Entities.** TDV, Spectrum, Park, TFS, TMS, TFH and TNA (together, the "Constituent Entities") shall be parties to the Merger.

2. **Terms and Conditions of Merger.** Pursuant to the applicable provisions of the Florida Business Corporation Act (the "FBCA"), the Delaware General Corporation Law (the "DGCL") and the Virginia Limited Liability Company Act (the "VLLCA"): (A) each of TDV, Spectrum, Park, TFS, TMS and TFH (the "Merging Entities") shall merge with and into the Surviving Entity; and (B) upon the filing of Articles of Merger with the Department of State of the State of Florida, a Certificate of Merger with the Secretary of State of the State of Delaware and Articles of Merger with the State Corporation Commission of Virginia, the separate existence of the Merging Entities shall cease, and the Surviving Entity shall continue to exist in



accordance with the applicable provisions of the FBCA, the DGCL and the VLLCA, effective as of December 31, 2011 (the "Effective Time").

3. **Conversion of Capital Stock and Membership Interests.** At the Effective Time, by virtue of the Merger and without any action by any party hereto (it being the intention of the parties hereto that the Merger have the U.S. Federal income tax consequences described in the fourth Recital to this Plan):

a) all issued and outstanding membership interests in TDV shall be deemed to be converted into and exchanged for one share of common stock, par value \$0.01 per share, of TNA (the "Exchange Share"), which Exchange Share shall be retained in the treasury of the Surviving Entity (provided, however, the parties recognize that for U.S. Federal income tax purposes the transaction shall be treated as a nonevent); and

b) (i) all issued and outstanding capital stock of TFS, TMS, TFH, Park and Spectrum shall, in each case, be deemed to be converted into and exchanged for one Exchange Share, all of which Exchange Shares shall be deemed contributed by (A) Terremark (in the case of Park), TLA (in the case of Spectrum) and TerreNap Services (in the case of TFS, TMS and TFH) to TerreNAP Data and (B) TerreNAP Data to the Surviving Entity, at which such Exchange Shares shall be deposited into and remain in the treasury of the Surviving Entity (provided, however, the parties recognize that for tax purposes the transaction shall be treated as a transfer by TFS, TMS, TFH, Park and Spectrum of all of their assets to TNA, in each case, pursuant to Treasury regulation section 1.368-2(l)(2)(i), in exchange for a nominal share of TNA, which nominal shares shall be treated as (a) in the case of TFS, TMS and TFH, transferred by TFS, TMS and TFH (one nominal share each) to TerreNap Services in exchange for cancellation of all the issued and outstanding capital stock of TFS, TMS and TFH, respectively, held by TerreNap Services, followed by distribution of those nominal shares held by TerreNap Services to Terremark and a contribution of such nominal shares by Terremark to TerreNAP Data and by TerreNAP Data to TNA, (b) in the case of Park, transferred by Park to Terremark in exchange for all and cancellation of all of the issued and outstanding capital stock of Park held by Terremark, followed by a contribution of the nominal share by Terremark to TerreNAP Data and by TerreNAP Data to TNA and (c) in the case of Spectrum, transferred by Spectrum to TLA in exchange for cancellation of all the issued and outstanding capital stock of Spectrum held by TLA, followed by a distribution of the nominal share held by TLA to TerreNAP Data and a contribution of such nominal share by TerreNAP Data to TNA).

4. **Effect of Merger.** At the Effective Time, the Surviving Entity shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of the Merging Entities, and all obligations belonging to or due to each of the Merging Entities shall be vested in the Surviving Entity without further act or deed. The Surviving Entity shall be liable for all the obligations of the Merging Entities; any claim existing or action or proceeding pending by or against any or all of the Merging Entities may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the Surviving Entity may be substituted in its place; and all the rights of creditors of each of the Merging Entities shall be preserved unimpaired.

5. **Officers.** The officers of the Surviving Entity in office immediately preceding the Effective Time shall continue as the officers of the Surviving Entity, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the articles of incorporation and bylaws of the Surviving Entity.

6. **Amendment of Plan.** The Board of Directors or Member, as applicable, of each of the Constituent Entities, acting together, may amend this Plan at any time prior to the Effective Time, subject to applicable laws.

*[Signature page follows]*

IN WITNESS WHEREOF, the undersigned have executed this Plan as of the date first set forth above

**TERREMARK WORLDWIDE, INC.**

By: Kerry T. Bailey  
Name: Kerry T. Bailey  
Title: President

**TERREMARK NORTH AMERICA, INC.**

By: Kerry T. Bailey  
Name: Kerry T. Bailey  
Title: President

**TERRENAP DATA CENTERS, INC.**

By: Kerry T. Bailey  
Name: Kerry T. Bailey  
Title: President

**TERREMARK LATIN AMERICA, INC.**

By: Kerry T. Bailey  
Name: Kerry T. Bailey  
Title: President

**PARK WEST TELECOMMUNICATIONS INVESTORS INC.**

By: Kerry T. Bailey  
Name: Kerry T. Bailey  
Title: President

**TERRENAP SERVICES, INC.**

By: Kerry T. Bailey  
Name: Kerry T. Bailey  
Title: President

**TERREMARK DATAVAULTING LLC**

By its sole member:

Terremark North America, Inc.

By: Kerry T. Bailey  
Name: Kerry T. Bailey  
Title: President

**TERREMARK FINANCIAL SERVICES, INC.**

By: Kerry T. Bailey  
Name: Kerry T. Bailey  
Title: President

**TERREMARK MANAGEMENT SERVICES INC.**

By: Kerry T. Bailey  
Name: Kerry T. Bailey  
Title: President

**TERREMARK FORTUNE HOUSE #1, INC.**

By: Kerry T. Bailey  
Name: Kerry T. Bailey  
Title: President

**SPECTRUM TELECOMMUNICATIONS CORP.**

By: Kerry T. Bailey  
Name: Kerry T. Bailey  
Title: President

*Sin Paso In Acuerdo + Plan of Merger*  
TRADEMARK

REEL: 004704 FRAME: 0769

**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

AT RICHMOND, DECEMBER 28, 2011

The State Corporation Commission finds the accompanying articles submitted on behalf of  
**Terremark North America, Inc.**

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

**CERTIFICATE OF MERGER**

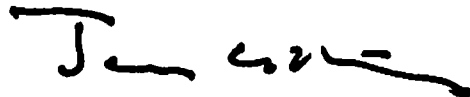
be issued and admitted to record with the articles of merger in the Office of the Clerk of the  
Commission, effective December 31, 2011. Each of the following:

**Terremark DataVaulting LLC**

is merged into Terremark North America, Inc., which continues to exist under the laws of  
FLORIDA with the name Terremark North America, Inc., and the separate existence of each  
non-surviving entity ceases.

STATE CORPORATION COMMISSION

By



James C. Dimitri  
Commissioner

# 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 this office on December 28, 2011 by Terremark DataVaulting LLC effective as of December 31, 2011.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:  
December 28, 2011*

*Joel H. Peck*

*Joel H. Peck, Clerk of the Commission*