

**FIRST AMENDMENT TO THE DECLARATION OF COVENANTS AND
RESTRICTIONS FOR MORSE OAKS**

THIS FIRST AMENDMENT TO THE DECLARATION OF COVENANTS AND RESTRICTIONS FOR MORSE OAKS ("Amendment") is made effective as of August 4, 2005, by MORSE OAKS, LLC, a Florida limited liability company (the "Developer").

RECITALS:


1. Developer executed that certain "Declaration of Covenants and Restrictions for Morse Oaks" dated August 4, 2005, that was recorded in O.R. Book 12661 at Page 266 in Duval County, Florida (the "Declaration").
2. Developer wishes to amend the definition of "Builder" set forth in the Declaration to specify the permitted Builders for the Property.
3. Capitalized terms used in this Amendment which are not defined herein shall have the meanings ascribed to them in the Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the Developer states as follows:

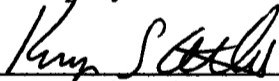
1. Recitals. The foregoing recitals are true and correct and are hereby incorporated into this Agreement by this reference.
2. Definition of Builder. Section 2.10 of the Declaration is hereby deleted and replaced with the following definition: "Builder shall mean Richmond American Homes of Florida, LP and Harmony Homes of North Florida, Inc., and their respective successors and assigns."
3. Ratification. Except as expressly modified, amended and supplemented by this Amendment, the Declaration shall remain in full force and effect, and the Declarant hereby ratifies and reaffirms the same.

IN WITNESS WHEREOF, Declarant has executed this Amendment as of the Effective Date set forth above.

Signed, sealed and delivered
in the presence of:


(Name Kelly Smith)

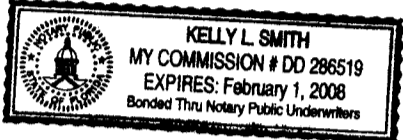
MORSE OAKS, LLC, a Florida limited
liability company

By: 
Name: Kenyon S. Atlee
Its: Managing Member

[Signature]
(Name) ROB OAK BOTI

STATE OF FLORIDA)
)ss
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 4th day of August, 2005, by Kenyon S. Atlee, the Managing Member of Morse Oaks, LLC, a Florida limited liability company, who acknowledges that he executed the foregoing on behalf of the company. He is personally known to me.



[Signature]
(Print Name) _____
NOTARY PUBLIC, State of Florida
Commission # _____
My Commission expires: _____