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**2nd SUPPLEMENTAL
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR THE LAURELS**

This 2nd Supplemental Declaration of Covenants, Conditions and Restrictions for The Laurels is made this 19th day of June, 1998, by Laurel Homes, Inc., a Florida corporation, and Robinson Property Ltd., a Florida limited partnership, (collectively referred to as "Declarant");

WITNESSETH:

WHEREAS, Declarant is the owner of the real property described in "Exhibit A" attached hereto ("Additional Property"), which property is being developed as The Laurels, Phase III and IV, according to the Plat thereof recorded in Plat Book 15, Page 42, Public Records of Indian River County, Florida; and

WHEREAS, Declarant desires to develop the Additional Property as part of a planned development known as "The Laurels" pursuant to that Declaration of Covenants, Conditions and Restrictions for The Laurels ("Declaration") recorded at Official Record Book 1037, Page 1175, Public Records of Indian River County; and

WHEREAS, pursuant to the terms of the Declaration, Declarant may submit certain additional property to the terms of the Declaration, provided the Declarant owns any portion of the additional property to be so annexed;

NOW, THEREFORE, pursuant to the powers retained by the Declarant under the Declaration, Declarant hereby adopts the following Amendments to the Declaration:

Section 1. Annexation: Declarant hereby submits the real property described on "Exhibit A" hereto to the provisions of the Declaration and this 2nd Supplemental Declaration, which shall apply to such property in addition to the provisions of the Declaration. Such property shall be sold, transferred, used, conveyed, occupied and mortgaged or otherwise encumbered pursuant to the provisions of the Declaration and this 2nd Supplemental Declaration, both of which shall run with the title to such property.

IN THE RECORDS OF
JEFFREY K. BARTON
CLERK CIRCUIT COURT
INDIAN RIVER CO., FLA.

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IN WITNESS WHEREOF, Declarant has caused these presents to be executed in manner and form sufficient to bind it as of the day and year first above written.

Signed, sealed and delivered
in the presence of:

LAUREL HOMES, INC., a Florida Corporation

[Signature]
Print Name Joseph D. Robinson, IV
[Signature]
Print Name Peggy M. O'Riley

By: [Signature]
Robert T. Shutts, President
Attest: [Signature]
Martha D'Amico, Secretary

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 27 day of June 1998, by Robert T. Shutts and Martha D'Amico, as President and Secretary respectively of LAUREL HOMES, INC., a Florida Corporation, on behalf of the corporation. They are personally known to me.



[Signature]
Notary Public, State of Florida at Large.
My Commission Expires: 02-25-2002

Signed, sealed and delivered
in the presence of:

ROBINSON PROPERTY LTD., a Florida limited
partnership

[Signature]
Print Name Paul Drake

By: [Signature]
Peter G. Robinson, General Partner

[Signature]
Print Name Olivia Shields

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 19 day of June 1998, by Peter G. Robinson, as General Partner of ROBINSON PROPERTY, LTD., a Florida limited partnership, on behalf of the partnership. He is personally known to me.

[Signature]
Notary Public, State of Florida at Large.
My Commission Expires:



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