

136.50

Prepared by: Rex E. Jensen
When Recorded Return to:
Suzanne Fugate
Schroeder-Manatee Ranch, Inc.
6215 Lorraine Road
Bradenton, Florida 34202

**SECOND AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS OF LAKEWOOD RANCH TOWN CENTER**

THIS SECOND AMENDMENT ("Exclusive Use Covenant") is made this 6 day of February 1998, by SMR Communities Joint Venture, a Florida general partnership, ("Declarant"), joined in by Lakewood Ranch Town Center Owners Association, Inc. (the "Association").

RECITALS

WHEREAS, Declarant is the "Declarant" under that certain Declaration of Covenants, Conditions, and Restrictions of Lakewood Ranch Town Center ("Declaration"), recorded in O.R. Book 1524, Page 6099, Public Records of Manatee County, Florida, as amended by that certain First Amendment to Declaration of Covenants, Conditions, and Restrictions of Lakewood Ranch Town Center, recorded in O.R. Book 1525, Page 3898, Public Records of Manatee County, Florida.

WHEREAS, Declarant has entered into an "Agreement for Purchase and Sale" for the sale of certain real estate described in **Exhibit "A"**;

WHEREAS, the terms of said Agreement for Purchase and Sale require the Declarant to grant certain exclusive uses to the land described in **Exhibit "A"**;

WHEREAS, the Declarant desires to comply with the terms of said Agreement for Purchase and Sale by recording this Amendment which provides for exclusivity of use and the terms under which such exclusivity may terminate.

NOW, THEREFORE, Declarant hereby declares that the Exclusive Use Property shall be subject to the provisions of this Amendment.

University Title 96296

**ARTICLE I.
DEFINITIONS**

The following word when used in this Amendment (unless the context shall prohibit) shall have the following meanings:

“Agreement” shall mean that certain Agreement for Purchase and Sale dated July 14, 1997 by and between Declarant and Manatee Memorial Hospital, L.P. (“MMH”), MMH having assigned its rights thereunder to Merion Building Management, Inc., a Delaware corporation (“MBM” or “Buyer”) and MBM having assumed same.

“Benefitted Property” shall mean the land described in attached Exhibit “A” which is incorporated herein by reference.

“Exclusive Uses” shall mean the uses described as exclusive uses under Article II hereof.

“Exclusive Use Property” shall mean the land described in Exhibit “B” which is incorporated herein by reference.

“Permitted Uses” shall mean the uses described in Article III hereof.

**ARTICLE II.
EXCLUSIVE USE PROVISION**

The Benefitted Property shall be the only land within the Exclusive Use Property to be used or occupied for the following purposes which are defined as Exclusive Uses:

- (a) "Hospital" - a facility for the diagnosis, care and/or treatment of human illness, including care available 24 hours each day from persons licensed to practice professional nursing who are under the direction of a physician, including services of a medical laboratory, radiological, dietary and pharmaceutical service, and including one or more of the following:
 - (i) Acute Care Facility;
 - (ii) Laboratory;
 - (iii) Radiation Therapy;
 - (iv) Rehabilitation;
 - (v) Diagnostics Center - CATSCAN, MRI;
 - (vi) a facility (contained within the Hospital only) for the diagnosis, care and treatment of mental illness with 24 hour residential care, and providing

psychiatric or psychological counseling services, including group therapy; and

- (vii) a facility (contained within the Hospital only), providing treatment for substance abuse including drugs and alcohol.
- (b) "Outpatient Surgery Center" - a facility for the diagnosis or treatment of patients by surgery where recovery does not require care in a Hospital (an ambulatory surgery or short stay surgery center).
- (c) "Birthing Center" - a facility which is not part of a Hospital which provides services for births.
- (d) "Walk-In Medical Clinic" - a facility which provides services for the treatment of medical emergency.
- (e) "General Evaluation Facility" - a facility which provides 24 hour personal and medical supervision for a Person who does not have an illness, disease, injury or other condition that would require care or treatment at a Hospital.
- (f) "Dialysis Center" - a facility which provides peritoneal dialysis or hemodialysis services or treats a Person with a permanent irreversible renal impairment that performs dialysis on himself.
- (g) "Medical Office Building" - an office building whose occupants are primarily individual doctors or joint medical practices.
- (h) Occupation or physical therapy services.
- (i) Audiological or speech pathology services.
- (j) Podiatrists or providing podiatry or podiatric services.
- (k) a Skilled Nursing Home Facility ("SNH Facility") requiring a CON, or if a CON requirement has been eliminated by applicable governmental authority, then such SNH Facility which would have otherwise required a CON in the year 1997, but not one as part of ACLF or CCRC.
- (l) Ophthalmology - eye surgery.
- (m) Home Health Care Services - a facility for providing nursing services in the home for compensation which is not otherwise a "Medical Facility".
- (n) OB/GYN Services.

ARTICLE III.
PERMITTED USES

The following uses shall be excluded from the term Exclusive Uses and shall be deemed, without limitation, to be among activities or uses expressly permitted anywhere within the Exclusive Use Property:

- (a) Day Care - a facility operated and maintained to provide care during the day on a temporary or permanent basis for aged or infirm persons.
- (b) CCRC - a facility providing food, shelter, assistance and limited supervision to aged, infirm, mentally retarded or handicapped Persons.
- (c) Medical services offered by volunteers.
- (d) Hospice - a facility which is a freestanding facility, physically separate from any other Medical facility, and is operated exclusively for the provision of palliative and supportive services provided by an interdisciplinary team directed by a physician, including the provision of physical, psychological, custodial and spiritual care for Persons who are terminally ill and their families.
- (e) Dental or orthodontic care services.
- (f) Pharmacy.
- (g) Hearing aid services
- (h) Opticians or providing optometry or optical services
- (i) Chiropractic services.
- (j) ACLF - a facility which is not a Hospital and which provides continuous skilled nursing and related care as prescribed by a physician to a patient in such facility who is not in an acute episode of illness and whose primary need is the availability of such care on a continuous basis or a facility generally described as a Nursing home", "old age home", "retirement home", "congregate care facility" or "life care facility", but which facility does not provide sub-acute services or rehabilitation services.
- (k) a facility for the manufacture or sale of pharmaceuticals, medical supplies or equipment
- (l) Medical insurance companies for non-medical uses.
- (m) a facility providing nontraditional services of the type such as acupuncture (as defined in NRS 634A.020 (1)), healing arts (as defined in NRS 630 0122) oriental medicine

(as defined in NRS 634A 20(8)) or spiritual healing or holistic medicine as those terms are commonly defined.

- (n) a facility providing nutritional counseling, weight control, weight loss or similar services
- (o) any other facility that may hereafter be deemed to provide services and/or products customarily related to the medical facilities listed in Article II and/or the uses of the services provided thereby.
- (p) any other facility providing services and/or products reasonably incidental to any of the foregoing expressly-permitted uses.

**ARTICLE IV.
INTERPRETATION, ADMINISTRATION, AND
ENFORCEMENT OF EXCLUSIVE USE COVENANT**

It is the intent of this Exclusive Use Covenant that the Declarant, its successors and assigns, or any person or entity affected hereby need look only to a single entity as to the administration of this Exclusive Use Covenant as it relates to the interests of owners of the Benefitted Property and the full or partial termination hereof. Further, since the operation of this Exclusive Use Covenant may require interpretations as to the meaning of certain provisions and may need to address the possibility of fragmentation of ownership of the Benefitted Property, it is hereby declared that:

- (a) prior to closing on any sale or transfer of any interest in the Benefitted Property which results in multiple owners within the Benefitted Property (other than SMR, its affiliates, or MBM, or its successors or assigns), MBM, or its successors or assigns shall form, in accordance with the procedures set forth in the Declaration, a Subassociation for the Benefitted Property (the "Medical Campus Subassociation");
- (b) the only person or entity to which any affected person or entity need look to for interpretation of the meaning of the provisions hereof shall be the board of directors of the Medical Campus Subassociation (the "Subassociation Board") to be formed by MBM pursuant to ARTICLE IV (a) above (and until such Medical Campus Subassociation is formed, MBM, its successors or assigns), with such interpretation to be fully and finally binding upon any owner of, or any entity (except Declarant, Schroeder-Manatee Ranch, Inc. or their respective affiliates) beneficially interested in, any portion of the Benefitted Property; and
- (c) enforcement of this Exclusive Use Covenant shall only be by and through the Declarant or Subassociation Board (and until such Medical Campus Subassociation is formed, by MBM, its successors or assigns); and
- (d) the obligation to provide any recordable instruments required by ARTICLE V shall be that of the Subassociation Board (and until such Medical Campus Subassociation

is formed, by MBM its successors or assigns).

**ARTICLE V.
TERMINATION OF EXCLUSIVE USE COVENANT**

This Exclusive Use Covenant shall terminate upon the earlier of:

- (a) five (5) years from the closing of the last Phase under the Agreement;
- (b) in the event of a termination of the Agreement after the Closing of Phase I for reasons other than the default of the Seller, five (5) years from the date of the last closing under the Agreement to occur prior to said termination; or
- (c) immediately after termination of the Agreement prior to Closing on Phase I for reasons other than default of the Declarant.

As to termination listed in (b) above, only those uses listed in Article II actually in use or planned for facilities which are actually under construction as of the date of termination of the Agreement shall continue as Exclusive Uses under this Amendment, and the Declarant, or its successors shall be entitled to record an additional Amendment which actually lists such uses as of said termination date. Upon recordation, SMR shall promptly provide a copy of such recorded document to MBM, or its successors or assigns.

Within thirty (30) days after the date of such termination listed in (a) or (b) above, MBM, its successors or assigns, or the Subassociation Board as the case may be, shall deliver to Declarant (in form and content acceptable to Declarant) an executed document in recordable form (which may be recorded by Declarant in the Public Records of Manatee County, Florida) specifying - (i) the appropriate event of termination has occurred; (ii) if applicable, the specific Exclusive Uses that survive; and (iii) the specific termination date of the Exclusive Use Covenant. Said document shall include such attachments, or references to prior recorded documents as may be necessary, in the discretion of Declarant, to effectuate the terms of this Article V. In the event MBM, its successors or assigns, or the Subassociation Board, as the case may be, does not timely provide such document, in form and content acceptable to Declarant (per the provisions of Subsection 25.3(c) of the Agreement), Declarant has been appointed under the Agreement as the attorney-in-fact for MBM, and its successors-in-interest (including, but not limited to the Subassociation Board) to execute such a document and record same in the Public Records of Manatee and Sarasota Counties, Florida. Upon recordation, SMR shall promptly provide a copy of such recorded document to MBM, or its successors or assigns.

In the event of a termination listed in ARTICLE V (c) above, the Escrow Agent under the Agreement shall record a previously executed termination in the public records of Manatee and Sarasota Counties, Florida no earlier than five (5) days from the date of receipt of written instructions from Declarant. A copy of the aforementioned notice to Escrow Agent shall be delivered to MBM, or its successors or assigns on the same day such notice is delivered to Escrow Agent.

Declarant (with the joinder of the fee simple owner if different from Declarant) shall have the right (which right may be assigned by Declarant to an Association or other party), in its sole and absolute discretion, to dedicate portions of the property burdened by the Exclusive Use Provision in Article II to the public or to an appropriate entity to be held in trust for the public (including but not limited to the State, County, or Special District) for open space areas, parks, jurisdictional wetlands, roads, utility and drainage easements, and other infrastructure uses. Such property shall cease to be a part of the Exclusive Use Property and shall cease to be subject to this Declaration upon such conveyance.

Notwithstanding anything to the contrary in this Declaration, parcels of greater than twenty (20) acres conveyed pursuant to the immediately preceding paragraph shall be conveyed subject to a deed restriction or other use restriction which prevents said parcels from being used for the purposes listed in Article II hereof for the duration of this Exclusive Use Covenant as set forth herein. Copies of any such proposed deed restrictions or other use restrictions shall be provided to MBM, or its successors or assigns, for review and comment at least fifteen (15) days prior to closing on any such proposed conveyance. Promptly after such closing, copies of the recorded deed restrictions or other use restrictions shall be provided to MBM, or its successors or assigns.

**ARTICLE VI
COOPERATION BY DECLARANT
IN ENFORCEMENT OF EXCLUSIVE USE COVENANT**

Although neither Declarant nor any of its affiliates has any obligation to enforce the restrictions contained in this Declaration after a sale of any portion of the Exclusive Use Property to a third party, Declarant agrees to cooperate with MBM, or its successors or assigns, or the Subassociation Board, as the case may be, in enforcing the provisions of this Declaration, at the expense of MBM, or its successors or assigns, or the Subassociation Board, as the case may be, and at no cost to Declarant. Nothing contained in the Agreement or any recorded Declarations of Covenants and Restrictions shall restrict the right of MBM, or its successors or assigns, or the Subassociation Board, as the case may be, to enforce this Exclusive Use Covenant against any owner(s) of any portion of the property burdened by the terms and conditions hereof by actions for specific performance, injunctive relief, or other remedies available at law or in equity.

**ARTICLE VII
MISCELLANEOUS**

Use of the phrases "successors and assigns" and "successors or assigns" herein with respect to MBM means (i) a successor entity to MBM, or (ii) one person or entity who is the grantee of the entire Benefitted Property; provided, however, Declarant must have received written notice of the identity and physical address of such successor entity or grantee.

Notwithstanding anything contained in this Declaration to the contrary, if the Buyer under the Agreement shall close on the purchase of certain land described in **Exhibit "C"** attached hereto as the "Option Land", then the Option Land shall be released from the definition of Exclusive Use Property and become part of the Benefitted Property hereunder and an Amendment to this

Declaration shall be recorded to evidence such change.

IN WITNESS WHEREOF, Declarant and the LAKEWOOD RANCH TOWN CENTER OWNERS ASSOCIATION, INC. have caused this Amendment to be executed and their corporate seals to be affixed hereto, all on the day and year first above written.

Signed, sealed and delivered in the presence of:

DECLARANT:

SMR Communities Joint Venture, a Florida general partnership, by its partners:

Schroeder-Manatee Ranch, Inc., a Delaware corporation

Sue B. Hudson
Print Name: Sue B. Hudson

Jack M. Maag
Print Name: JACK M. MAAG

By: C. John A. Clarke
Print Name: C. JOHN A. CLARKE
Title: President
Date: 2/6/98



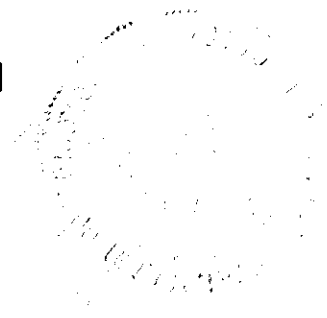
[CORPORATE SEAL]

By: SMR-1 Development Corporation, a Florida corporation

Sue B. Hudson
Print Name: Sue B. Hudson

Jack M. Maag
Print Name: JACK M. MAAG

By: C. John A. Clarke
Print Name: C. JOHN A. CLARKE
Title: Vice President
Date: 2/6/98



[CORPORATE SEAL]

JOINED BY:

LAKWOOD RANCH TOWN CENTER
OWNERS ASSOCIATION, INC., a
Florida corporation not-for-profit

Sue B. Hudson
Print name: Sue B. Hudson

By: C. Thomas Clarke

Jack M. Masq
Print name: JACK M. MASQ

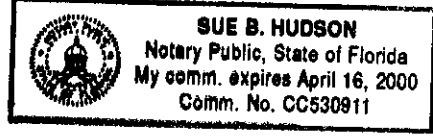
Its: Vice President
Address: 6215 Lorraine Road

(CORPORATE SEAL)

STATE OF FLORIDA)
) SS:
COUNTY OF Manatee)

The foregoing instrument was acknowledged before me this 6 day of February, 1998 by C. Thomas Clarke as President of Schroeder-Manatee Ranch, Inc., a Delaware Corporation, and a partner of SMR Communities Joint Venture, a Florida general partnership, on behalf of the partnership, who is personally known to me or has produced _____ as identification, and did not take an oath.

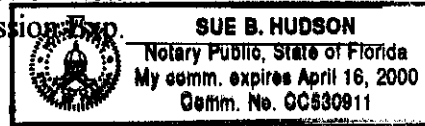
Sue B. Hudson
NOTARY PUBLIC, State of Florida
Print Name: Sue B. Hudson
Commission No.: _____
Commission Exp. _____



STATE OF FLORIDA)
) SS:
COUNTY OF Manatee)

The foregoing instrument was acknowledged before me this 6 day of February, 1998, by C. John A. Clarke as V. Pres. of SMR-1 Development Corporation, a Florida corporation and a partner of SMR Communities Joint Venture, a Florida general partnership, on behalf of the partnership, who is personally known to me or has produced _____ as identification, and did not take an oath.

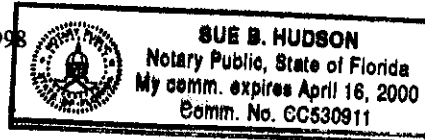
Sue B. Hudson
NOTARY PUBLIC, State of Florida
Print Name: Sue B. Hudson
Commission No.: _____
Commission Exp. _____



STATE OF FLORIDA)
) SS:
COUNTY OF MANATEE)

The foregoing instrument was acknowledged before me this 6 day of February, 1998, by C. John A. Clarke, as V. President of LAKEWOOD RANCH TOWN CENTER OWNERS ASSOCIATION, INC., on behalf of the corporation. He is personally known to me or has produced _____ as identification and did not take an oath.

Sue B. Hudson
NOTARY PUBLIC, State of Florida
Print Name: Sue B. Hudson
Commission No.: _____
Commission Exp. _____



D:\WPDOCS\SMRMAN-MEM\HGDOCS\townctr.wpd\lhg\February 6, 1998

DESCRIPTION: LAKEWOOD RANCH TOWN CENTER MEDICAL COMPLEX

COMMENCE AT THE SOUTHEAST CORNER OF SECTION 31, TOWNSHIP 35 S., RANGE 19 E.; THENCE N 01'11'37" E, ALONG THE EASTERLY LINE OF SAID SECTION 31, A DISTANCE OF 200.05 FT. TO THE INTERSECTION WITH THE NORTHERLY LINE OF "UNIVERSITY PARKWAY" (200 FT. WIDE); THENCE CONTINUE N 01'11'37" E, ALONG SAID EASTERLY LINE, 844.18 FT.; THENCE N 88'48'23" W, PERPENDICULAR WITH SAID EASTERLY LINE, A DISTANCE OF 183.15 FT. TO THE INTERSECTION WITH THE WESTERLY R/W OF "LAKEWOOD RANCH BOULEVARD" (FORMERLY UPPER MANATEE RIVER ROAD EXTENSION); A 120 FT. WIDE R/W FOR SAID "LAKEWOOD RANCH BOULEVARD", A DISTANCE OF 697.30 FT. TO THE P.C. OF A CURVE CONCAVE TO THE SOUTHWEST, HAVING A RADIUS OF 620.00 FT.; THENCE RUN NORTHWESTERLY ALONG SAID WESTERLY R/W AND THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 86'17'11", A DISTANCE OF 933.71 FT. TO THE P.T. OF SAID CURVE; THENCE N 86'15'43" W, ALONG SAID WESTERLY R/W, A DISTANCE OF 120.00 FT. TO THE P.C. OF A CURVE CONCAVE TO THE NORTHEAST, HAVING A RADIUS OF 860.00 FT.; THENCE RUN WESTERLY ALONG SAID WESTERLY R/W AND THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 00'47'34", A DISTANCE OF 11.90 FT. TO THE P.R.C. OF A CURVE CONCAVE TO THE SOUTHWEST, HAVING A RADIUS OF 35.00 FT.; THENCE LEAVING SAID WESTERLY R/W, RUN SOUTHWESTERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 85'03'52", A DISTANCE OF 51.96 FT. TO THE P.T. OF SAID CURVE; THENCE S 09'27'59" W, A DISTANCE OF 109.32 FT. TO THE P.C. OF A CURVE CONCAVE TO THE NORTHWEST, HAVING A RADIUS OF 161.00 FT.; THENCE RUN SOUTHWESTERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 55'59'04", A DISTANCE OF 157.32 FT. TO THE P.T. OF SAID CURVE; THENCE S 65'27'03" W, A DISTANCE OF 343.95 FT. TO THE P.C. OF A CURVE CONCAVE TO THE SOUTHWEST, HAVING A RADIUS OF 300.00 FT.; THENCE RUN SOUTHWESTERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 52'41'15", A DISTANCE OF 275.87 FT. TO THE P.R.C. OF A CURVE CONCAVE TO THE NORTHWEST, HAVING A RADIUS OF 260.00 FT.; THENCE RUN SOUTHWESTERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 24'57'18", A DISTANCE OF 113.24 FT. TO THE P.T. OF SAID CURVE; THENCE S 37'43'06" W, A DISTANCE OF 47.21 FT. TO THE P.C. OF A CURVE CONCAVE TO THE EAST, HAVING A RADIUS OF 25.00 FT.; THENCE RUN SOUTHERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 85'30'55", A DISTANCE OF 37.31 FT. TO THE INTERSECTION WITH THE EASTERLY R/W OF "TOWN CENTER PARKWAY" (A PUBLIC R/W) AND THE P.R.C. OF A CURVE CONCAVE TO THE SOUTHWEST, HAVING A RADIUS OF 680.00 FT.; THENCE RUN SOUTHEASTERLY ALONG SAID EASTERLY R/W AND THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 12'57'45", A DISTANCE OF 153.84 FT. TO THE P.T. OF SAID CURVE; THENCE S 34'50'04" E, ALONG SAID EASTERLY R/W, A DISTANCE OF 115.00 FT. TO THE P.C. OF A CURVE CONCAVE TO THE SOUTHWEST, HAVING A RADIUS OF 680.00 FT.; THENCE RUN SOUTHEASTERLY ALONG SAID EASTERLY R/W AND THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 32'19'50", A DISTANCE OF 383.71 FT. TO A POINT ON THE ARC OF A CURVE WHOSE RADIUS POINT LIES N 87'29'46" E, 25.00 FT.; THENCE LEAVING SAID EASTERLY R/W, RUN NORTHEASTERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 92'31'42", A DISTANCE OF 40.37 FT. TO THE P.T. OF SAID CURVE; THENCE S 89'58'32" E, PARALLEL WITH THE SOUTHERLY LINE OF SAID SECTION 31 AND 1050.67 FT. NORTHERLY THEREFROM, A DISTANCE OF 364.79 FT.; THENCE N 00'01'28" E, A DISTANCE OF 122.68 FT. TO THE P.C. OF A CURVE CONCAVE TO THE SOUTHWEST, HAVING A RADIUS OF 120.00 FT.; THENCE RUN NORTHEASTERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 65'25'55", A DISTANCE OF 137.04 FT. TO THE P.T. OF SAID CURVE; THENCE N 65'27'23" E, A DISTANCE OF 223.69 FT. TO THE P.C. OF A CURVE CONCAVE TO THE SOUTHWEST, HAVING A RADIUS OF 25.00 FT.; THENCE RUN NORTHEASTERLY AND SOUTHEASTERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 89'59'15", A DISTANCE OF 39.26 FT. TO THE P.T. OF SAID CURVE; THENCE S 24'33'22" E, A DISTANCE OF 152.78 FT. TO THE P.C. OF A CURVE CONCAVE TO THE SOUTHWEST, HAVING A RADIUS OF 150.00 FT.; THENCE RUN SOUTHEASTERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 24'34'50", A DISTANCE OF 64.35 FT. TO THE P.T. OF SAID CURVE; THENCE S 00'01'28" W, 111.15 FT.; THENCE S 89'58'32" E, A DISTANCE OF 32.03 FT. TO A POINT ON THE ARC OF A CURVE WHOSE RADIUS POINT LIES S 87'00'32" E, 13.00 FT.; THENCE RUN SOUTHEASTERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 92'58'00", A DISTANCE OF 21.09 FT. TO THE P.T. OF SAID CURVE; THENCE S 89'58'32" E, A DISTANCE OF 160.76 FT. TO THE P.C. OF A CURVE CONCAVE TO THE NORTHWEST, HAVING A RADIUS OF 35.00 FT.; THENCE RUN NORTHEASTERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 05'20'04", A DISTANCE OF 3.26 FT. TO THE P.T. OF SAID CURVE; THENCE N 84'41'24" E, A DISTANCE OF 59.37 FT. TO THE P.C. OF A CURVE CONCAVE TO THE SOUTHWEST, HAVING A RADIUS OF 37.00 FT.; THENCE RUN NORTHEASTERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 05'20'04", A DISTANCE OF 3.44 FT. TO THE P.T. OF SAID CURVE; THENCE S 89'58'32" E, A DISTANCE OF 61.39 FT. TO THE P.C. OF A CURVE CONCAVE TO THE NORTHWEST, HAVING A RADIUS OF 35.00 FT.; THENCE RUN NORTHEASTERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 30'43'40", A DISTANCE OF 18.77 FT. TO THE POINT OF BEGINNING, BEING AND LYING IN SECTION 31, TOWNSHIP 35 S., RANGE 19 E., MANATEE COUNTY, FLORIDA.

CONTAINING 30.56 ACRES MORE OR LESS.

DECEMBER 3, 1997
DATE OF CERTIFICATE

REFER TO SHEET 2 OF 2 FOR SKETCH

Thomas E. Durrance
THOMAS E. DURRANCE

PROFESSIONAL LAND SURVEYOR
FLORIDA CERTIFICATE NO. 4534

FLORIDA CERTIFICATE OF AUTHORIZATION NUMBER LB 2241
NOT VALID WITHOUT THE SIGNATURE AND ORIGINAL RAISED SEAL OF A FLORIDA LICENSED SURVEYOR AND MAPPER.

JOB NUMBER: 3978.1

SHEET NUMBER 1 OF 2

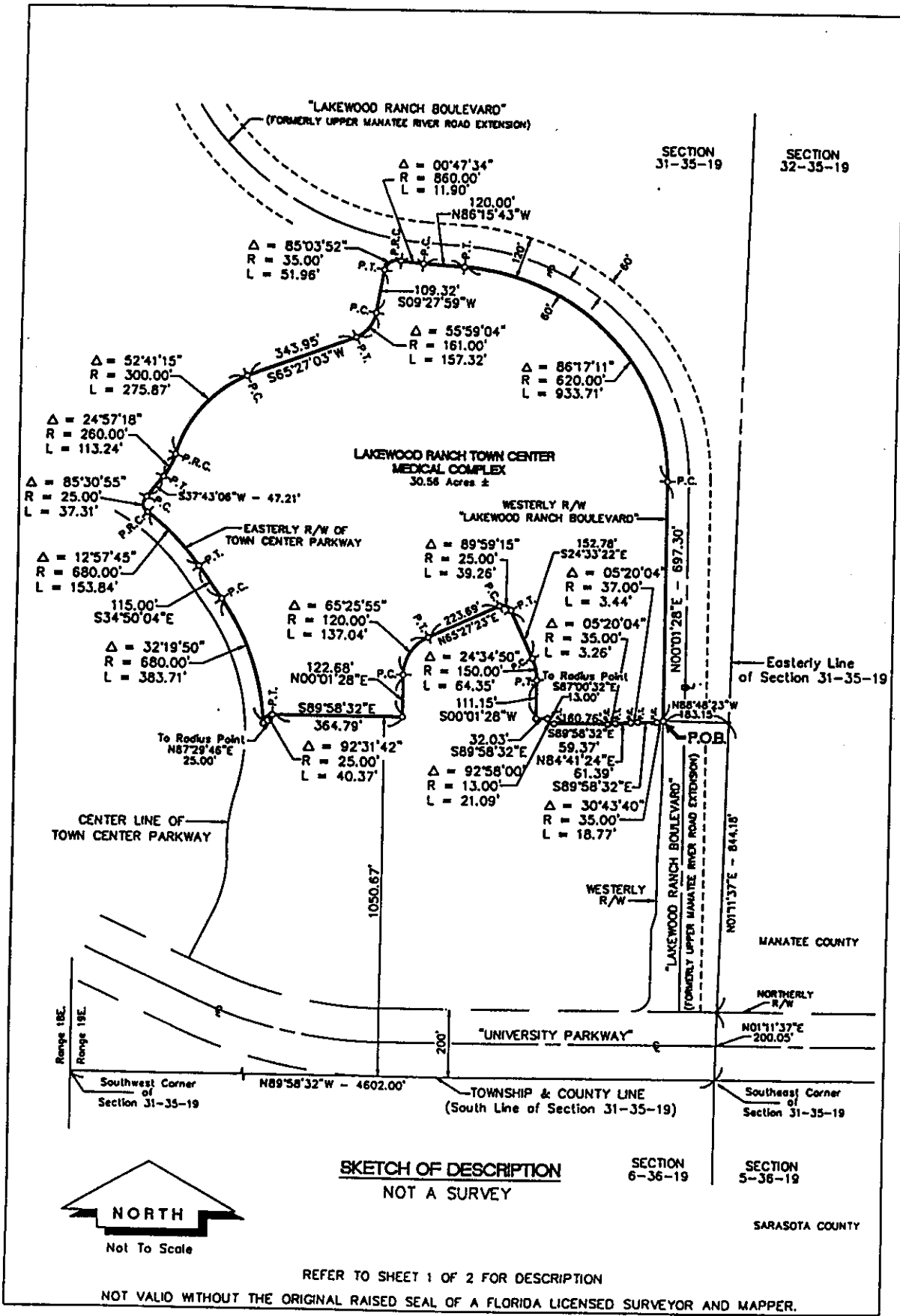


EXHIBIT "A" TO
SECOND AMENDMENT TO
DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS OF
LAKEWOOD RANCH TOWN CENTER
Page 1 of 2

ER, INC.
S AND PLANNERS
TREET WEST
941)722-4561

BK 1543 PG 5492 11 of 30

BK 1543 PG 5493 12 of 30

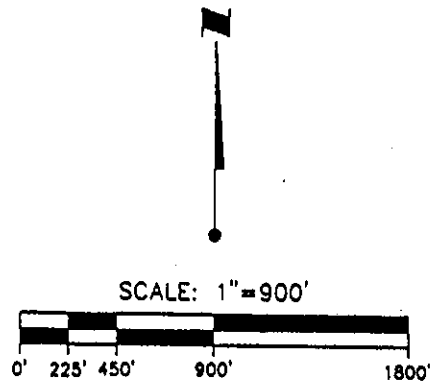
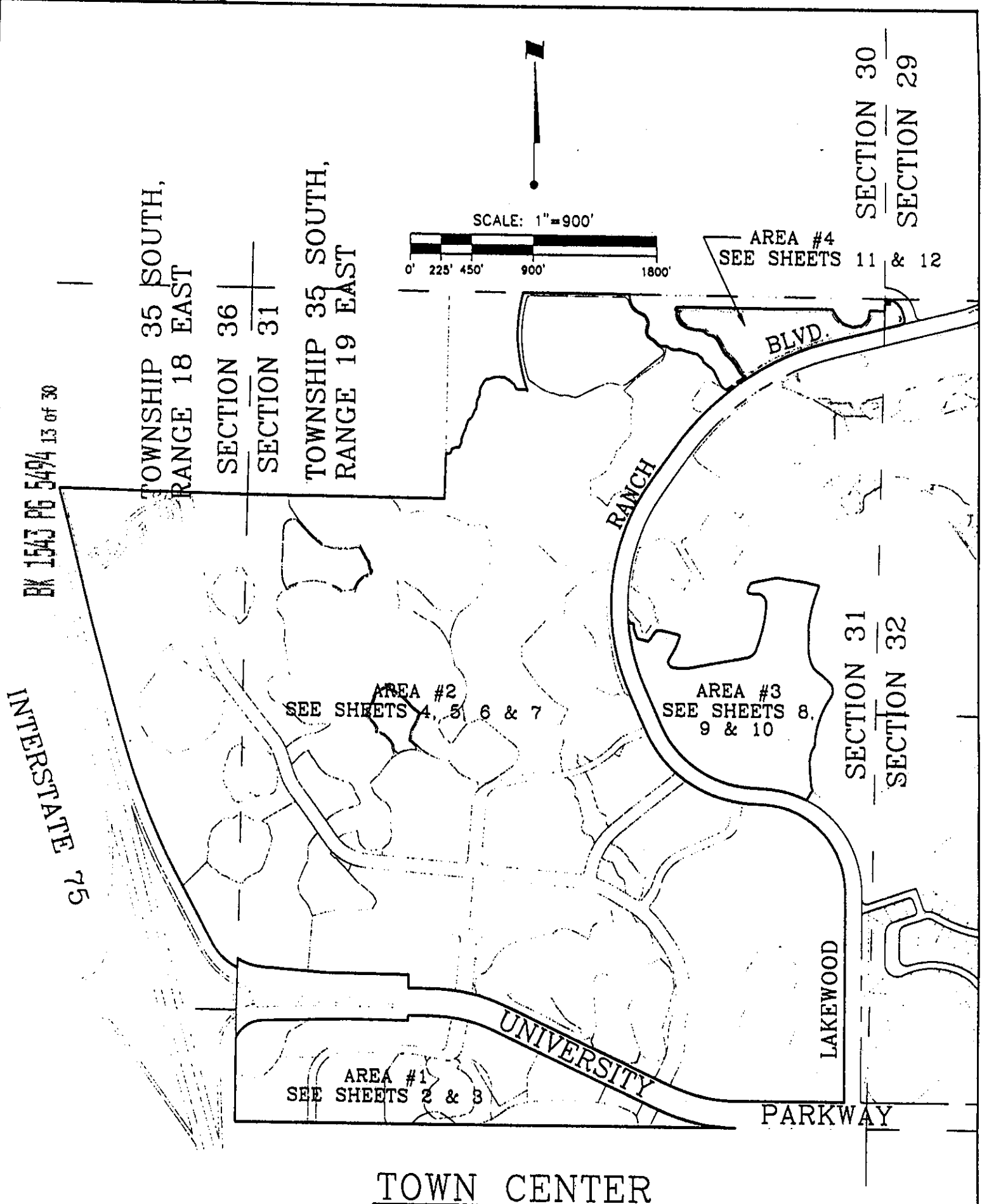


JOB NUMBER: 3978.1 OF



EXHIBIT "A" TO
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 DECLARATION OF COVENANTS,
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 LAKEWOOD RANCH TOWN CENTER
 Page 2 of 2

SHEET NUMBER 1 OF 2
PER, INC.
 S AND PLANNERS
 TREET WEST
 941)722-4561



TOWN CENTER

- NOTES:
1. UNLESS IT BEARS THE SIGNATURE AND THE ORIGINAL RAISED SEAL OF A FLORIDA SURVEYOR AND MAPPER, THIS SKETCH, DRAWING, PLAT OR MAP IS FOR INFORMATIONAL PURPOSES ONLY.
 2. BEARINGS SHOWN HEREON ARE RELATIVE TO THE SOUTH LINE OF SECTION 31, BEING N.89°58'32"W.
 3. THIS IS A SKETCH ONLY AND DOES NOT REPRESENT A FIELD SURVEY.

Robert R. Cunningham, P.M.S.
Florida Registration No. 3924

2/4/97
Date of Signature

FOR: SMR COMMUNITIES, INC. Jan 31, 1997 - 11:04:17 D:\JWD\2670\300\2670E901.dwg

This is NOT a Survey.

SKETCH & DESCRIPTION OF TOWN CENTER, A SECTION 36, TOWNSHIP 35 S., RANGE SECTIONS 31 & 32, TOWNSHIP 35 SC RANGE 19 EAST, MANATEE COUNTY, FL

EXHIBIT "B" TO
SECOND AMENDMENT TO
DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS OF
LAKEWOOD RANCH TOWN CENTER

MILLER, BARTON & PEEK, INC.
REG. SURVEYORS • PLANNERS • ENVIRONMENTAL CONSULTANTS
 LANDSCAPE ARCHITECTS • CONSTRUCTION MANAGERS
 133 South McIntosh Road
 Sarasota, Florida 34232
 (813) 371-3890 Fax (813) 377-9852

WORK ORDER NO. SSSLD	DRAWN BY: JWD	CHKD BY: RRC	CAD FILE: 2670E901
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DRAWING INDEX NO: B 2670-300-001	REV:
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LAKEWOOD RANCH
BOULEVARD
(FORMERLY UPPER
MANATEE RIVER ROAD)

POINT OF
COMMENCEMENT
SOUTHEAST CORNER OF
SECTION 31, TOWNSHIP
35 SOUTH, RANGE 19
19 EAST, MANATEE
COUNTY, FLORIDA

POINT OF
BEGINNING.

BK 1543 PG 5495 14 OF 30

SOUTH RIGHT-OF-WAY
LINE OF UNIVERSITY PARKWAY

(3) LINE OF UNIVERSITY PARKWAY
SOUTH LINE X
OF SECTION 31

UNIVERSITY PARKWAY

AREA #1
45.0329 ACRES

UNIVERSITY PARKWAY
INTERCHANGE LIMITED
ACCESS RIGHT-OF-WAY

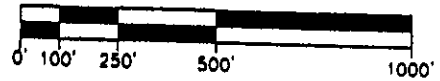
SOUTHERLY LINE
OF LIMITED ACCESS
RIGHT-OF-WAY

WEST LINE OF SECTION 31

SOUTHEAST CORNER
OF SECTION 31,
TOWNSHIP 35 SOUTH-
RANGE 19 EAST.

INTERSTATE 75

SCALE: 1"=500'



SEE SHEET 3
FOR CURVE TABLE
& DESCRIPTION.

FOR: SMR COMMUNITIES, INC. Jan 31, 1997 - 11:04:17 D:\JWD\2670\300\2670E901.dwg

SKETCH & DESCRIPTION OF TOWN CENTER
SECTION 36, TOWNSHIP 35 S., 1
SECTIONS 31 & 32, TOWNSHIP
RANGE 19 EAST, MANATEE COUNTY

EXHIBIT "B" TO
SECOND AMENDMENT TO
DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS OF
LAKEWOOD RANCH TOWN CENTER
Page 2 of 16

This is NOT a Survey.

VILSON, MILLER, BARTON & PEEK, INC.
ENGINEERS • SURVEYORS • PLANNERS • ENVIRONMENTAL CONSULTANTS
LANDSCAPE ARCHITECTS • CONSTRUCTION MANAGERS
133 South Mainjosh Road
Sebring, Florida 34232
(813) 371-3890 Fax: (813) 377-9852

WORK ORDER NO. SSSLD	DRAWN BY: JWD	CHKD BY: RRC	CAD 2L
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DRAWING INDEX NO:
B 2670-300-001

CURVE TABLE

NO.	RADIUS	DELTA	ARC	CHORD	CHORD BEARING
1	216.00'	66°23'34"	250.29'	236.52'	N.55°05'35"E.
2	1050.00'	24°48'07"	454.52'	450.98'	S.77°01'43"E.
3	1250.00'	25°20'53"	553.01'	548.51'	N.77°18'06"W.

Description of Area #1:

A parcel of land lying in Section 31, Township 35 South, Range 19 East, Manatee County, Florida and described as follows:

Commence at the southeast corner of said Section 31; thence N.89°58'32"W., along the southerly line of said Section 31, a distance of 954.61 feet to the POINT OF BEGINNING; thence N.89°58'32"W., continuing along said southerly line of Section 31, a distance of 3647.39 feet to the southwest corner of said Section 31; thence N.00°37'10"E., along the west line of Section 31, a distance of 615.67 feet to a point on a curve to the right of which the radius point lies S.68°06'12"E., a radial distance of 216.00 feet; thence northeasterly along the arc of said curve through a central angle of 66°23'34", an arc length of 250.29 feet to the point of tangency of said curve being on the southerly line of University Parkway Interchange Limited Access right-of-way; (the following three [3] calls are along said southerly line of University Parkway Interchange Limited Access right-of-way); thence N.88°17'22"E., a distance of 628.58 feet; thence S.89°25'46"E., a distance of 431.45 feet; thence N.00°34'14"E., a distance of 37.98 feet to a point on the south right-of-way line of University Parkway, 200 feet wide; (the following four [4] calls are along said south right-of-way of University Parkway); thence S.89°25'46"E., a distance of 186.32 feet to the point of curvature of a curve to the right, having a radius of 1050.00 feet and a central angle of 24°48'07"; thence along the arc of said curve, an arc length of 454.52 feet to the point of tangency of said curve; thence S.64°37'39"E., a distance of 1356.64 feet to the point of curvature of a curve to the left, having a radius of 1250.00 feet and a central angle of 25°20'53"; thence along the arc of said curve, an arc length of 553.01 feet to the POINT OF BEGINNING.

Parcel contains 1,961,635 square feet or 45.0329 acres, more or less.

SEE SHEET 2
FOR SKETCH.

FOR: SMR COMMUNITIES, INC. Jan 31, 1997 - 11:04:17 D:\JWD\2670\300\2670E901.dwg

This is NOT a Survey.

SKETCH & DESCRIPTION OF TOWN CENTER,
SECTION 36, TOWNSHIP 35 S., RANG
SECTIONS 31 & 32, TOWNSHIP 35 S
RANGE 19 EAST, MANATEE COUNTY, I

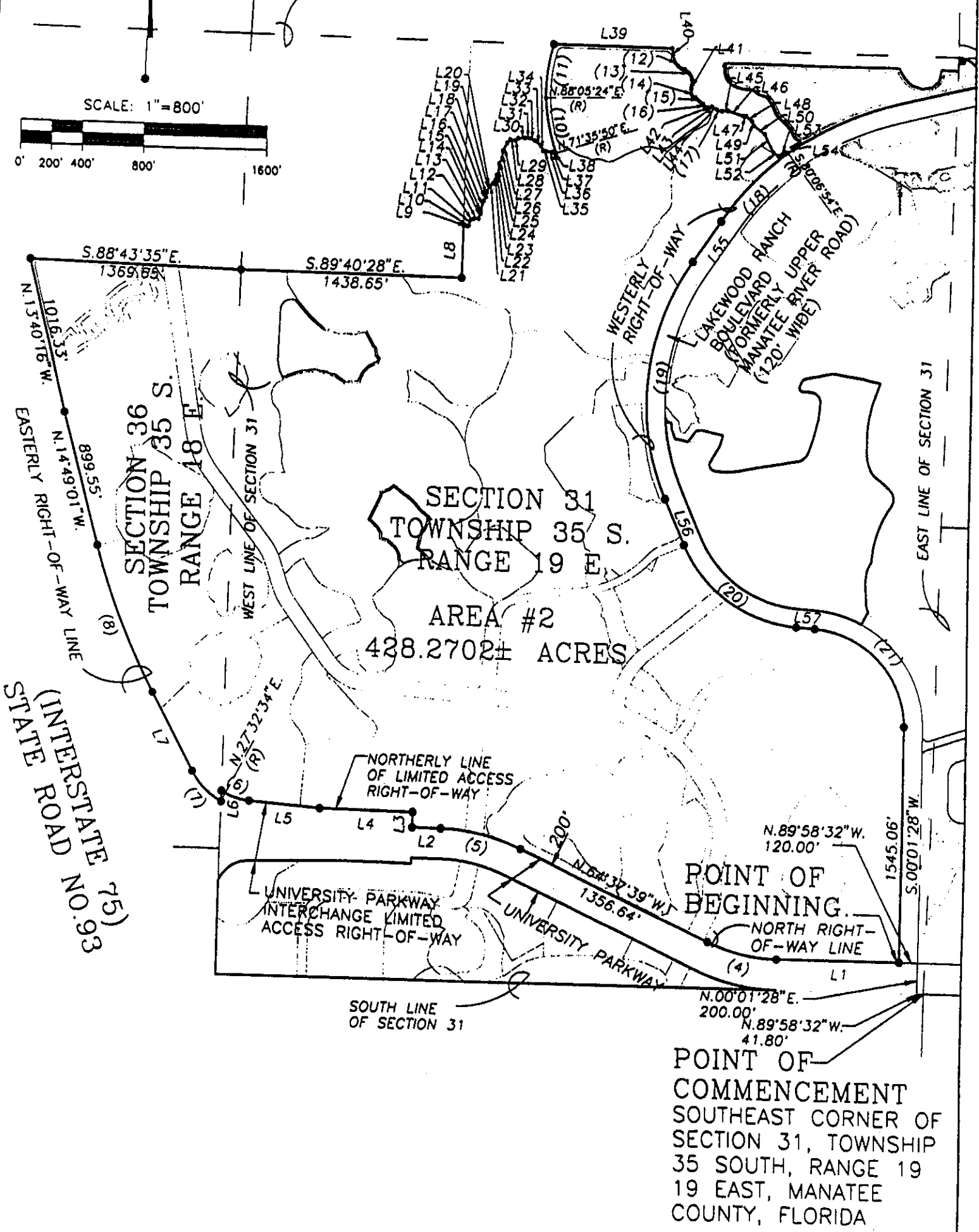
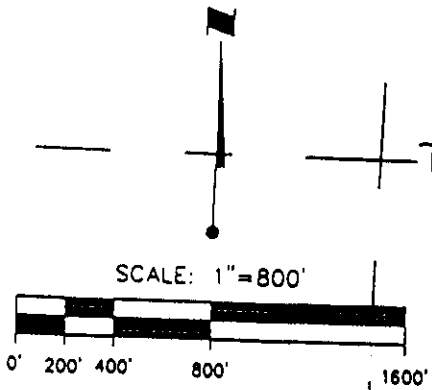
EXHIBIT "B" TO
SECOND AMENDMENT TO
DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS OF
LAKEWOOD RANCH TOWN CENTER
Page 3 of 16

N, MILLER, BARTON & PEEK, INC.
SURVEYORS • PLANNERS • ENVIRONMENTAL CONSULTANTS
LANDSCAPE ARCHITECTS • CONSTRUCTION MANAGERS
133 South McIntosh Road
Sarasota, Florida 34232
(813) 371-3890 Fax (813) 377-9852

WORK ORDER NO. SSSLD	DRAWN BY: JWD	CHKD BY: RRC	CAO FILE: 2670E90
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DRAWING INDEX NO: 8 2670-300-001*	REV:
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NORTH LINE OF SECTION 31



SECTION 31
TOWNSHIP 35 S.
RANGE 19 E.
AREA #2
428.2702± ACRES

POINT OF BEGINNING
NORTH RIGHT-OF-WAY LINE
POINT OF COMMENCEMENT
SOUTHEAST CORNER OF
SECTION 31, TOWNSHIP
35 SOUTH, RANGE 19
19 EAST, MANATEE
COUNTY, FLORIDA

FOR: SMR COMMUNITIES, INC. Jan 31, 1997 - 11:04
SKETCH & DESCRIPTION OF TOWN CENTER, A
SECTION 36, TOWNSHIP 35 S., RANGE
SECTIONS 31 & 32, TOWNSHIP 35 SO
RANGE 19 EAST, MANATEE COUNTY, FL

EXHIBIT "B" TO
SECOND AMENDMENT TO
DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS OF
LAKEWOOD RANCH TOWN CENTER
Page 4 of 16

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MILLER, BARTON & PEEK, INC.
IS • SURVEYORS • PLANNERS • ENVIRONMENTAL CONSULTANTS
LANDSCAPE ARCHITECTS • CONSTRUCTION MANAGERS
133 South McIntosh Road
Sarasota, Florida 34232
(813) 371-3690 • Fax (813) 377-9852

WORK ORDER NO. SSSLD	DRAWN BY: JWD	CHKED BY: RRC	CAD FILE: 2670E901	PROJECT NO: S2670-300-000	SHEET 4 OF 12	DRAWING INDEX NO: B 2670-300-001	REV:
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CURVE TABLE

NO.	RADIUS	DELTA	ARC	CHORD	CHORD BEARING.
4	1050.19'	25°20'44"	464.57'	460.79'	N.77°18'10"W.
5	1250.00'	24°48'07"	541.09'	536.88'	S.77°01'43"E.
6	396.00'	27°45'53"	191.90'	190.02'	N.71°43'59"W.
7	451.09'	34°53'02"	274.64'	270.42'	N.45°00'55"W.
8	4495.34'	12°56'01"	1014.75'	1012.60'	N.21°17'31"W.
10	1461.03'	14°40'35"	374.24'	373.22'	N.11°03'44"W.
11	1172.06'	17°30'02"	358.00'	356.61'	N.06°50'25"E.
12	123.03'	60°19'00"	129.52'	123.62'	N.40°02'36"W.
13	80.70'	83°13'58"	117.23'	107.19'	S.28°35'07"E.
14	53.36'	75°25'35"	70.24'	65.28'	N.24°40'55"W.
15	150.26'	24°05'36"	63.18'	62.72'	S.50°20'54"E.
16	55.02'	36°01'36"	34.59'	34.03'	N.56°18'55"W.
17	50.89'	39°29'30"	35.07'	34.38'	N.74°20'11"W.
18	1960.00'	18°12'01"	622.60'	619.98'	N.43°36'37"E.
19	1610.00'	57°52'37"	1626.33'	1558.06'	N.05°34'18"E.
20	860.00'	62°53'43"	944.05'	897.36'	N.54°48'52"W.
21	620.00'	86°17'11"	933.71'	847.94'	S.43°07'08"E.

LINE TABLE

Line	Bearing	Distance	Line	Bearing	Distance
L1	N.89°58'32"W.	792.77'	L30	N.83°51'52"E.	46.13'
L2	N.89°25'19"W.	186.32'	L31	S.86°52'56"E.	33.06'
L3	N.00°34'14"E.	98.00'	L32	S.60°26'01"E.	32.79'
L4	N.89°25'46"W.	606.88'	L33	S.52°19'29"E.	54.60'
L5	N.85°36'55"W.	460.53'	L34	S.23°30'31"E.	36.66'
L6	S.01°15'38"W.	68.34'	L35	S.71°25'07"E.	18.54'
L7	N.27°46'01"W.	566.48'	L36	S.87°40'22"E.	42.99'
L8	N.01°15'38"E.	332.93'	L37	S.88°53'02"E.	8.27'
L9	S.88°44'22"E.	24.30'	L38	S.65°37'53"E.	15.86'
L10	N.63°05'58"E.	12.48'	L39	S.89°40'22"E.	771.99'
L11	N.13°23'49"E.	30.23'	L40	S.09°53'06"E.	43.45'
L12	N.64°43'37"E.	26.06'	L41	S.13°01'52"W.	30.59'
L13	N.82°16'58"E.	32.86'	L42	N.84°55'01"E.	29.47'
L14	N.23°54'39"E.	32.75'	L43	S.83°22'07"E.	10.38'
L15	N.00°20'31"E.	23.42'	L44	S.54°35'27"E.	27.11'
L16	N.18°21'50"E.	61.45'	L45	N.85°55'04"E.	40.61'
L17	N.28°01'23"E.	27.57'	L46	S.73°12'04"E.	104.70'
L18	N.11°53'35"E.	27.99'	L47	S.86°39'10"E.	18.01'
L19	N.19°35'29"E.	40.07'	L48	S.51°04'38"E.	48.98'
L20	N.50°43'53"E.	30.13'	L49	S.20°35'59"E.	31.10'
L21	N.24°26'07"E.	62.26'	L50	S.53°07'12"E.	89.02'
L22	N.47°11'22"E.	13.14'	L51	S.25°24'10"E.	137.85'
L23	N.05°23'17"E.	63.91'	L52	S.54°36'00"E.	40.90'
L24	N.26°15'48"E.	39.83'	L53	N.51°14'29"E.	51.69'
L25	N.05°30'54"E.	48.82'	L54	S.66°54'08"E.	23.36'
L26	N.26°59'23"E.	60.24'	L55	S.34°30'37"W.	319.17'
L27	N.43°26'31"E.	29.88'	L56	S.23°22'00"E.	320.00'
L28	S.81°16'11"E.	16.50'	L57	S.86°15'43"E.	120.00'
L29	N.67°46'03"E.	36.51'			

FOR: SMR COMMUNITIES, INC. Jan 31, 1997 - 11:04
 SKETCH & DESCRIPTION OF TOWN CENTER, A
 SECTION 36, TOWNSHIP 35 S., RANGE
 SECTIONS 31 & 32, TOWNSHIP 35 SOI
 RANGE 19 EAST, MANATEE COUNTY, FL.

EXHIBIT "B" TO
 SECOND AMENDMENT TO
 DECLARATION OF COVENANTS,
 CONDITIONS AND RESTRICTIONS OF
 LAKEWOOD RANCH TOWN CENTER
 Page 5 of 16

is is NOT a Survey.
MILLER, BARTON & PEEK, INC.
 SURVEYORS • PLANNERS • ENVIRONMENTAL CONSULTANTS
 LANDSCAPE ARCHITECTS • CONSTRUCTION MANAGERS
 133 South McIntosh Road
 Sarasota, Florida 34232
 (813) 371-3880 Fax (813) 377-9852

WORK ORDER NO. SSSLD	DRAWN BY: JWD	CHKD BY: RRC	CAD FILE: 2670E901	PROJECT NO: S2670-300-000	SHEET 5 OF 12	DRAWING INDEX NO: B 2670-300-001	REV:
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Description of Area #2:

A parcel of land lying in Section 31, Township 35 South, Range 19 East and Section 36, Township 35 South, Range 18 East, Manatee County, Florida and described as follows:

Commence at the southeast corner of said Section 31; thence N.89°58'32"W., along the south line of said Section 31, a distance of 41.80 feet; thence N.00°01'28"E., a distance of 200.00 feet to the intersection of the north right-of-way line of University Parkway (a 200-foot wide Public Road) and the east right-of-way line of Lakewood Ranch Boulevard (a 120-foot wide Public Road); thence N.89°58'32"W., a distance of 120.00 feet to the intersection of the west right-of-way line of said Lakewood Ranch Boulevard and the said north line of University Parkway for a POINT OF BEGINNING; (the following nine [9] calls are along said north right-of-way line of University Parkway and University Parkway Interchange Limited Access right-of-way; thence N.89°58'32"W., a distance of 792.77 feet to the point of curvature of a curve to the right, having a radius of 1050.19 feet and a central angle of 25°20'44"; thence along the arc of said curve, an arc length of 464.57 feet to the point of tangency of said curve; thence N.64°37'39"W., a distance of 1356.64 feet to the point of curvature of a curve to the left, having a radius of 1250.00 feet and a central angle of 24°48'07"; thence along the arc of said curve, an arc length of 541.09 feet to the end of said curve; thence N.89°25'19"W., a distance of 186.32 feet; thence N.00°34'14"E., a distance of 98.00 feet; thence N.89°25'46"W., a distance of 606.88 feet; thence N.85°36'55"W., a distance of 460.53 feet to the point of curvature of a curve to the right, having a radius of 396.00 feet and a central angle of 27°45'53"; thence along the arc of said curve, an arc length of 191.90 feet to the end of said curve and a point on the west line said Section 31; thence S.01°15'38"W., along said west line of Section 31, a distance of 68.34 feet to a point on a curve to the right of which the radius point lies N.27°32'34"E., a radial distance of 451.09 feet, said point also being on the easterly right-of-way line of State Road No.93 (Interstate 75)(the following five [5] calls are along said easterly right-of-way of State Road No.93); thence northwestely along the arc of said curve through a central angle of 34°53'02", an arc length of 274.64 feet to the end of said curve; thence N.27°46'01"W., a distance of 566.48 feet to a point on a curve to the right of which the radius point lies N.62°14'29"E., a radial distance of 4495.34 feet; thence along the arc of said curve through a central angle of 12°56'01", an arc length of 1014.75 feet to the end of said curve; thence N.14°49'01"W., a distance of 899.55 feet; thence N.13°40'16"W., a distance of 1016.33 feet; thence S.88°43'35"E., a distance of 1369.65 feet to a point on the aforementioned west line of Section 31; thence S.89°40'28"E., a distance of 1438.65 feet; thence N.01°15'38"E., a distance of 332.93 feet; thence S.88°44'22"E., a distance of 24.30 feet; thence N.63°05'58"E., a distance of 12.48 feet; thence N.13°23'49"E., a distance of 30.23 feet; thence N.64°43'37"E., a distance of 26.06 feet; thence N.82°16'58"E., a distance of 32.86 feet; thence N.23°54'39"E., a distance of 32.75 feet; thence N.00°20'31"E., a distance of 23.42 feet; thence N.18°21'50"E., a distance of 61.45 feet; thence N.28°01'23"E., a distance of 27.57 feet; thence N.11°53'35"E., a distance of 27.99 feet; thence N.19°35'29"E., a distance of 40.07 feet; thence N.50°43'53"E., a distance of 30.13 feet; thence N.24°26'07"E., a distance of 62.26 feet; thence N.47°11'22"E., a distance of 13.14 feet; thence N.05°23'17"E., a distance of 63.91 feet; thence N.26°15'48"E., a distance of 39.83 feet; thence N.05°30'54"E., a distance of 48.82 feet; thence N.26°59'23"E., a distance of 60.24 feet; thence N.43°26'31"E., a distance of 29.88 feet; thence S.81°16'11"E., a distance of 16.50 feet; thence N.67°46'03"E., a distance of 36.51 feet; thence N.83°51'52"E., a distance of 46.13 feet; thence S.86°52'56"E., a distance of 33.06 feet; thence S.60°26'01"E., a distance of 32.79 feet; thence S.52°19'29"E., a distance of 54.60 feet; thence S.23°30'31"E., a distance of 36.66 feet; thence S.71°25'07"E., a distance of 18.54 feet; thence S.87°40'22"E., a distance of 42.99 feet; thence S.88°53'02"E., a distance of 8.27 feet; thence S.65°37'53"E., a distance of 15.86 feet to a point on a

SEE SHEET 4 FOR DESCRIPTION.
SEE SHEET 5 FOR TABLES.

FOR: SMR COMMUNITIES, INC. Jan 31, 1997 - 11:04:1

SKETCH & DESCRIPTION OF TOWN CENTER, A P
SECTION 36, TOWNSHIP 35 S., RANGE
SECTIONS 31 & 32, TOWNSHIP 35 SOU
RANGE 19 EAST, MANATEE COUNTY, FLORIDA

EXHIBIT "B" TO
SECOND AMENDMENT TO
DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS OF
LAKEWOOD RANCH TOWN CENTER
Page 6 of 16

s is NOT a Survey.

MILLER, BARTON & PEEK, INC.

• SURVEYORS • PLANNERS • ENVIRONMENTAL CONSULTANTS
• ESCAPE ARCHITECTS • CONSTRUCTION MANAGERS
133 South McIntosh Road
Sarasota, Florida 34232
(813) 371-3690 Fax (813) 377-9852

WORK ORDER NO. SSSLD	DRAWN BY: JWD	CHKED BY: RRC	CAO FILE: 2670E901	PROJECT NO: 52670-300-000	SHEET 6 OF 12	DRAWING INDEX NO: B 2670-300-001	REV:
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Description of Area #2 (CONTINUED):

curve to the right of which the radius point lies N.71°35'50"E., a radial distance of 1461.03 feet; thence northerly along the arc of said curve through a central angle of 14°40'35", an arc length of 374.24 feet to a point on a curve to the right of which the radius point lies N.88°05'24"E., a radial distance of 1172.06 feet; thence northerly along the arc of said curve through a central angle of 17°30'02", an arc length of 358.00 feet to a point on the north line of aforementioned Section 31; thence S.89°40'22"E., along said north line of Section 31, a distance of 771.99 feet; thence S.09°53'06"E., a distance of 43.45 feet to the point of curvature of a curve having a radius of 123.03 feet and a central angle of 60°19'00"; thence along the arc of said curve, an arc length of 129.52 feet to the point of reverse curvature of a curve to the right, having a radius of 80.70 feet and a central angle of 83°13'58"; thence along the arc of said curve, an arc length of 117.23 feet to the point of tangency of said curve; thence S.13°01'52"W., a distance of 30.59 feet to the point of curvature of a curve to the left, having a radius of 53.36 feet and a central angle of 75°25'35"; thence along the arc of said curve, an arc length of 70.24 feet to the point of reverse curvature of a curve to the right, having a radius of 150.26 feet and a central angle of 24°05'36"; thence along the arc of said curve, an arc length of 63.18 feet to the point of reverse curvature of a curve to the left, having a radius of 55.02 feet and a central angle of 36°01'36"; thence along the arc of said curve, an arc length of 34.59 feet to the end of said curve; thence N.84°55'01"E., a distance of 29.47 feet; thence S.83°22'07"E., a distance of 10.38 feet; thence S.54°35'27"E., a distance of 27.11 feet to the point of curvature of a curve to the left, having a radius of 50.89 feet and a central angle of 39°29'30"; thence along the arc of said curve, an arc length of 35.07 feet to the point of tangency of said curve; thence N.85°55'04"E., a distance of 40.61 feet; thence S.73°12'04"E., a distance of 104.70 feet; thence S.86°39'10"E., a distance of 18.01 feet; thence S.51°04'38"E., a distance of 48.98 feet; thence S.20°35'59"E., a distance of 31.10 feet; thence S.53°07'12"E., a distance of 89.02 feet; thence S.25°24'10"E., a distance of 137.85 feet; thence S.54°36'00"E., a distance of 40.90 feet; thence N.51°14'29"E., a distance of 51.69 feet; thence S.66°54'08"E., a distance of 23.36 feet to a point on a curve to the left of which the radius point lies S.80°06'54"E., a radial distance of 1960.00 feet, said point also being on the above mentioned westerly right-of-way line of Lakewood Ranch Boulevard; (the following eight [8] calls are along said westerly right-of-way line of Lakewood Ranch Boulevard); thence southwesterly along the arc of said curve through a central angle of 18°12'01", an arc length of 622.60 feet to the point of tangency of said curve; thence S.34°30'37"W., a distance of 319.17 feet to the point of curvature of a curve to the left, having a radius of 1610.00 feet and a central angle of 57°52'37"; thence along the arc of said curve, an arc length of 1626.33 feet to the point of tangency of said curve; thence S.23°22'00"E., a distance of 320.00 feet to the point of curvature of a curve to the left, having a radius of 860.00 feet and a central angle of 62°53'43"; thence along the arc of said curve, an arc length of 944.05 feet to the point of tangency of said curve; thence S.86°15'43"E., a distance of 120.00 feet to the point of curvature of a curve to the right, having a radius of 620.00 feet and a central angle of 86°17'11"; thence along the arc of said curve, an arc length of 933.71 feet to the point of tangency of said curve; thence S.00°01'28"W., a distance of 1545.06 feet to the POINT OF BEGINNING.

Parcel contains 18,655,450 square feet or 428.2702 acres, more or less.

SEE SHEET 4 FOR DESCRIPTION.
SEE SHEET 5 FOR TABLES.

FOR: SMR COMMUNITIES, INC. Feb 05, 1997 - 07:00

SKETCH & DESCRIPTION OF TOWN CENTER, A SECTION 36, TOWNSHIP 35 S., RANGE SECTIONS 31 & 32, TOWNSHIP 35 S. RANGE 19 EAST, MANATEE COUNTY, FLORIDA.

EXHIBIT "B" TO SECOND AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF LAKEWOOD RANCH TOWN CENTER
Page 7 of 16

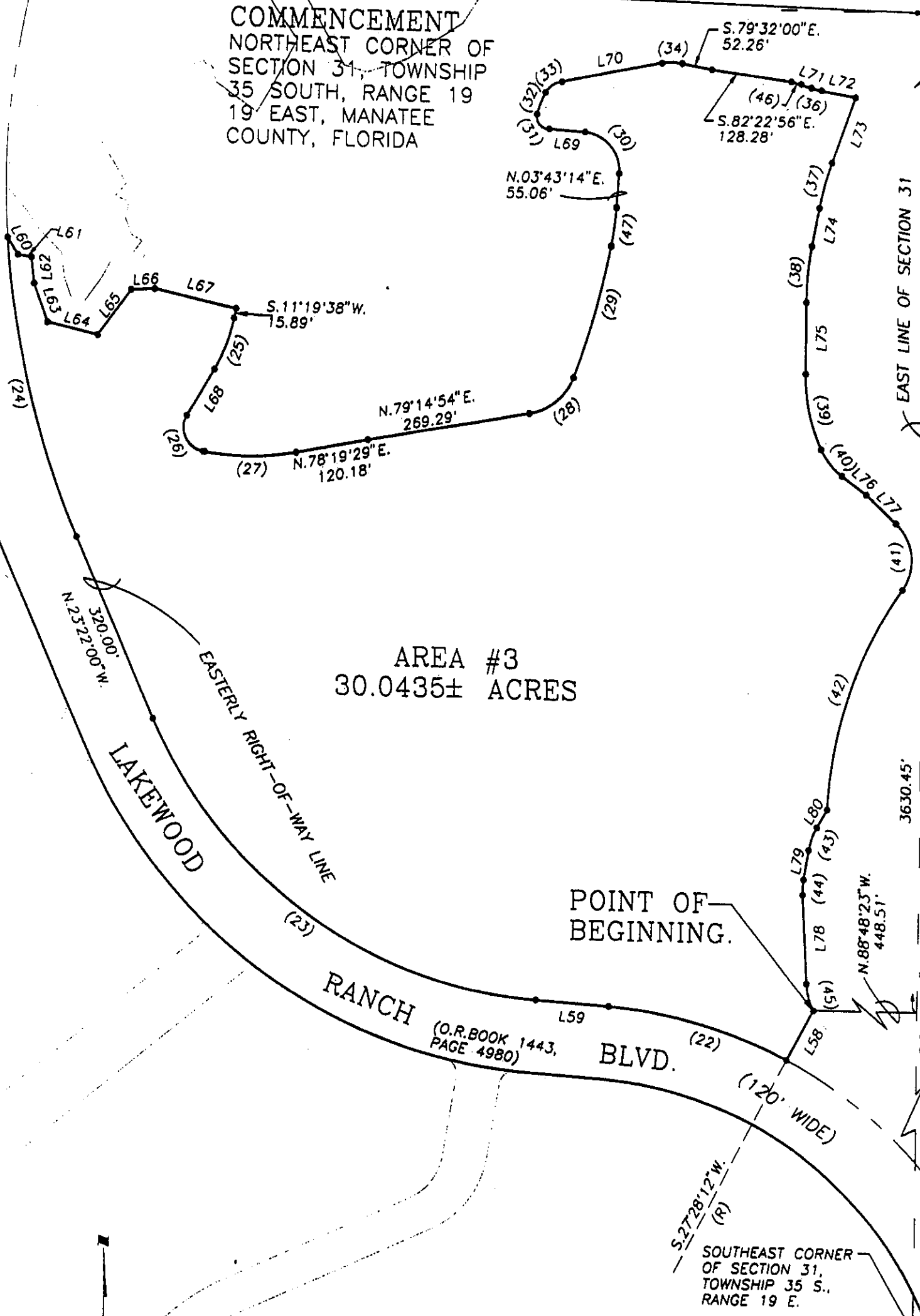
This is NOT a Survey.

MILLER, BARTON & PEEK, INC.

ERS • SURVEYORS • PLANNERS • ENVIRONMENTAL CONSULTANTS
LANDSCAPE ARCHITECTS • CONSTRUCTION MANAGERS
133 South McIntosh Road
Sarasota, Florida 34232
(813) 371-3660 Fax (813) 377-9852

WORK ORDER NO. SSSLD	DRAWN BY: JWD	CHKD BY: RRC	CAD FILE: 2670E901	PROJECT NO: S2670-300-000	SHEET 7 OF 12	DRAWING INDEX NO: B 2670-300-001	REV:
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POINT OF COMMENCEMENT
 NORTHEAST CORNER OF SECTION 31, TOWNSHIP 35 SOUTH, RANGE 19 EAST, MANATEE COUNTY, FLORIDA

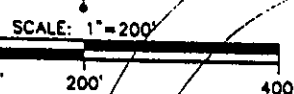


AREA #3
 30.0435± ACRES

LAKWOOD RANCH BLVD.
 EASTERLY RIGHT-OF-WAY LINE

POINT OF BEGINNING.

SOUTHEAST CORNER OF SECTION 31, TOWNSHIP 35 S., RANGE 19 E.



SEE SHEET 9 FOR TABLES & DESCRIPTION.

This is NOT a Survey.

FOR: SMR COMMUNITIES, INC. Jan 31, 1997 - 11:04:17
 SKETCH & DESCRIPTION OF TOWN CENTER, A SECTION 36, TOWNSHIP 35 S., RANGE SECTIONS 31 & 32, TOWNSHIP 35 S., RANGE 19 EAST, MANATEE COUNTY, FLORIDA

D:\JWD\2670\300\2670E901.dwg
 EXHIBIT "B" TO SECOND AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF LAKEWOOD RANCH TOWN CENTER
 Page 8 of 16

MILLER, BARTON & PEEK, INC.
 SURVEYORS • PLANNERS • ENVIRONMENTAL CONSULTANTS
 LANDSCAPE ARCHITECTS • RECONSTRUCTION MANAGERS
 133 South McIntosh Road
 Sarasota, Florida 34232
 (813) 371-3890 Fax (813) 377-9852

WORK ORDER NO. SSSLO	DRAWN BY: JWD	CHKD BY: RRC	CAD FILE: 2670E901
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DRAWING INDEX NO: B 2670-300-001	REV:
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CURVE TABLE

NO.	RADIUS	DELTA	ARC	CHORD	CHORD BEARING
22	740.00'	23°43'55"	306.51'	304.32'	S.74°23'46"E.
23	740.00'	62°53'43"	812.32'	772.14'	N.54°48'51"W.
24	1490.00'	19°29'24"	506.85'	504.41'	N.13°37'18"W.
25	285.00'	18°16'37"	90.91'	90.53'	S.20°27'56"W.
26	40.00'	109°37'48"	76.54'	65.38'	N.25°12'40"W.
27	404.41'	21°38'58"	152.81'	151.90'	S.89°08'58"W.
28	95.00'	59°11'29"	98.14'	93.84'	N.49°39'10"E.
29	1392.86'	9°15'17"	224.98'	224.74'	N.15°25'47"E.
30	62.75'	90°03'56"	98.64'	88.79'	S.41°18'44"E.
31	20.00'	99°55'11"	34.88'	30.62'	N.36°23'06"W.
32	165.00'	13°40'00"	39.36'	39.26'	N.20°24'30"E.
33	35.00'	50°52'29"	31.08'	30.07'	N.52°40'44"E.
34	85.00'	22°21'02"	33.16'	32.95'	N.89°17'29"E.
36	115.00'	08°32'39"	17.15'	17.13'	N.75°27'59"W.
37	515.00'	08°25'13"	75.68'	75.62'	N.14°40'26"E.
38	515.00'	10°16'33"	92.36'	92.24'	N.05°19'34"E.
39	295.00'	24°51'31"	127.99'	126.99'	N.12°14'29"W.
40	115.00'	27°42'41"	55.62'	55.08'	N.38°31'35"W.
41	85.00'	80°37'28"	119.61'	109.98'	S.06°08'10"E.
42	695.00'	31°49'38"	386.07'	381.12'	N.18°15'45"E.
43	115.00'	19°35'34"	39.33'	39.13'	N.18°55'08"E.
44	115.00'	12°40'01"	25.42'	25.37'	N.02°47'21"E.
45	115.00'	22°53'18"	45.94'	45.64'	N.14°59'19"W.
46	85.00'	11°11'17"	16.60'	16.57'	S.76°47'18"E.
47	515.00'	07°04'55"	63.65'	63.61'	S.07°15'42"W.

BK 1543 PG 5502 21 of 30

LINE TABLE

Line	Bearing	Distance	Line	Bearing	Distance
L58	S.27°28'12"W.	92.92'	L70	N.78°06'58"E.	167.09'
L59	N.86°15'43"W.	120.00'	L71	S.71°11'40"E.	17.54'
L60	S.31°35'00"E.	32.47'	L72	S.79°44'19"E.	58.18'
L61	S.81°33'45"E.	22.37'	L73	S.18°53'03"W.	116.07'
L62	S.06°26'06"E.	42.77'	L74	S.10°27'50"W.	63.05'
L63	S.19°16'05"E.	67.27'	L75	S.00°11'17"W.	117.53'
L64	S.77°18'35"E.	84.32'	L76	S.52°22'55"E.	50.21'
L65	N.35°44'56"E.	93.09'	L77	S.46°26'53"E.	67.48'
L66	N.85°54'29"E.	38.83'	L78	S.03°32'39"E.	144.38'
L67	S.77°28'59"E.	136.53'	L79	S.09°07'21"W.	49.37'
L68	S.29°36'15"W.	88.85'	L80	S.28°42'55"W.	34.13'
L69	N.86°20'41"W.	58.76'			

Description of Area #3:

A tract of land, lying in Section 31, Township 35 South, Range 19 East, Manatee County, Florida being more particularly described as follows:

COMMENCE at the northeast corner of said Section 31, Township 35 South, Range 19 East, Manatee County, Florida; thence S.01°11'37"W., along the east line of said Section 31, (the southeast corner of said Section 31 being marked by a 4" concrete monument labeled "LB 2241", which bears S.00°11'37"W., a distance of 6106.08 feet from the POINT OF COMMENCEMENT) a distance of 3630.45 feet; thence N.88°48'23"W., a distance of 448.51 feet to the POINT OF BEGINNING; thence S.27°28'12"W., a distance of 92.92 feet to a point on a curve to the left, of which the radius point lies S.27°28'12"W., a radial distance of 740.00 feet, said point being a point on the easterly right-of-way of Lakewood Ranch Boulevard (120 feet wide), as recorded in Official Record Book 1443, Page 4980 of the Public Records of Manatee County, Florida; (the following five [5] calls are along the easterly right-of-way of said Lakewood Ranch Boulevard); thence along the arc, in a northwesterly direction, passing through a central angle of 23°43'55", an arc length of 306.51 feet to the point of tangency of said curve; thence N.86°15'43"W., a distance of 120.00 feet to the point of curvature of a curve to the right, having a radius of 740.00 feet, and a central angle of 62°53'43"; thence along the arc of said curve, an arc length of 812.32 feet to the point of tangency of said curve; thence N.23°22'00"W., a distance of 320.00 feet to the point of curvature of a curve to the

SEE SHEET 8 FOR SKETCH.

FOR: SMR COMMUNITIES, INC. Jan 31, 1997 -

SKETCH & DESCRIPTION OF TOWN CENTER SECTION 36, TOWNSHIP 35 S., RAN SECTIONS 31 & 32, TOWNSHIP 35 RANGE 19 EAST, MANATEE COUNTY,

EXHIBIT "B" TO
SECOND AMENDMENT TO
DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS OF
LAKEWOOD RANCH TOWN CENTER
Page 9 of 16

This is NOT a Survey.

ON, MILLER, BARTON & PEEK, INC.

ENGINEERS • SURVEYORS • PLANNERS • ENVIRONMENTAL CONSULTANTS
LANDSCAPE ARCHITECTS • CONSTRUCTION MANAGERS
133 South McIntosh Road
Sarasota, Florida 34232
(813) 371-3690 Fax (813) 377-9852

WORK ORDER NO. SSSLD	DRAWN BY: JWD	CHKD BY: RRC	CAD FILE: 2670E901	PROJECT NO: S2670-300-000	SHEET 9 OF 12	DRAWING INDEX NO: B 2670-300-001*	REV:
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Description of Area #3 (CONTINUED):

right, having a radius of 1490.00 feet, and a central angle of 19°29'24"; thence along the arc of said curve, an arc length of 506.85 feet to the end of said curve; thence S.31°35'00"E., a distance of 32.47 feet; thence S.81°33'45"E., a distance of 22.37 feet; thence S.06°26'06"E., a distance of 42.77 feet; thence S.19°16'05"E., a distance of 67.27 feet; thence S.77°18'35"E., a distance of 84.32 feet; thence N.35°44'56"E., a distance of 93.09 feet; thence N.85°54'29"E., a distance of 38.83 feet; thence S.77°28'59"E., a distance of 136.53 feet; thence S.11°19'38"W., a distance of 15.89 feet to the point of curvature of a curve to the right, having a radius of 285.00 feet, and a central angle of 18°16'37"; thence along the arc of said curve, an arc length of 90.91 feet to the point of tangency of said curve; thence S.29°36'15"W., a distance of 88.85 feet to the point of curvature of a curve to the left, having a radius of 40.00 feet, and central angle of 109°37'48"; thence along the arc of said curve, an arc length of 76.54 feet to the point of compound curvature of a curve to the left, having a radius of 404.41 feet, and a central angle of 21°38'58"; thence along the arc of said curve, an arc length of 152.81 feet to the point of tangency of said curve; thence N.78°19'29"E., a distance of 120.18 feet; thence N.79°14'54"E., a distance of 269.29 feet to the point of curvature of a curve to the left, having a radius of 95.00 feet, and a central angle of 59°11'29"; thence along the arc of said curve, an arc length of 98.14 feet to the point of compound curvature of a curve to the left, having a radius of 1392.86 feet, and a central angle of 09°15'17"; thence along the arc of said curve, an arc length of 224.98 feet to the point of compound curvature of a curve to the left, having a radius of 515.00 feet, and a central angle of 07°04'55"; thence along the arc of said curve, an arc length of 63.65 feet to the point of tangency of said curve; thence N.03°43'14"E., a distance of 55.06 feet to the point of curvature of a curve to the left, having a radius of 62.75 feet, and a central angle of 90°03'56"; thence along the arc of said curve, an arc length of 98.64 feet to the point of tangency of said curve; thence N.86°20'41"W., a distance of 58.76 feet to the point of curvature of a curve to the right, having a radius of 20.00 feet, and a central angle of 99°55'11"; thence along the arc of said curve, an arc length of 34.88 feet to the point of compound curvature of a curve to the right, having a radius of 165.00 feet, and a central angle of 13°40'00"; thence along the arc of said curve, an arc length of 39.36 feet to the point of compound curvature of a curve to the right, having a radius of 35.00 feet, and a central angle of 50°52'29"; thence along the arc of said curve, an arc length of 31.08 feet to the point of tangency of said curve; thence N.78°06'58"E., a distance of 167.09 feet to the point of curvature of a curve to the right, having a radius of 85.00 feet, and a central angle of 22°21'02"; thence along the arc of said curve, an arc length of 33.16 feet to the point of tangency of said curve; thence S.79°32'00"E., a distance of 52.26 feet; thence S.82°22'56"E., a distance of 128.28 feet to the point of curvature of a curve to the right, having a radius of 85.00 feet, and a central angle of 11°11'17"; thence along the arc of said curve, an arc length of 16.60 feet to the point of tangency of said curve; thence S.71°11'40"E., a distance of 17.54 feet to the point of curvature of a curve to the left, having a radius of 115.00 feet, and a central angle of 08°32'39"; thence along the arc of said curve, an arc length of 17.15 feet to the point of tangency of said curve; thence S.79°44'19"E., a distance of 58.18 feet; thence S.18°53'03"W., a distance of 116.07 feet to the point of curvature of a curve to the left, having a radius of 515.00 feet, and a central angle of 08°25'13"; thence along the arc of said curve, an arc length of 75.68 feet to the point of tangency of said curve; thence S.10°27'50"W., a distance of 63.05 feet to the point of curvature of a curve to the left, having a radius of 515.00 feet, and a central angle of 10°16'33"; thence along the arc of said curve, an arc length of 92.36 feet to the point of tangency of said curve; thence S.00°11'17"W., a distance of 117.53 feet to the point of curvature of a curve to the left, having a radius of 295.00 feet, and a central angle of 24°51'31"; thence along the arc of said curve, an arc length of 127.99 feet to the point of compound curvature of a curve to the left, having a radius of 115.00 feet, and a central angle of 27°42'41"; thence along the arc of said curve, an arc length of 55.62 feet to the point of tangency of said curve; thence S.52°22'55"E., a distance of 50.21 feet; thence S.46°26'53"E., a distance of 67.48 feet to the point of curvature of a curve to the right, having a radius of 85.00 feet, and a central angle of 80°37'28"; thence along the arc of said curve, an arc length of 119.61 feet to the point of reverse curvature of a curve to the left, having a radius of 695.00 feet, and a central angle of 31°49'38"; thence along the arc of said curve, an arc length of 386.07 feet to the end of said curve; thence S.28°42'55"W., a distance of 34.13 feet to the point of curvature of a curve to the left, having a radius of 115.00 feet, and a central angle of 19°35'34"; thence along the arc of said curve, an arc length of 39.33 feet to the point of tangency of said curve; thence S.09°07'21"W., a distance of 49.37 feet to the point of curvature of a curve to the left, having a radius of 115.00 feet, and a central angle of 12°40'01"; thence along the arc of said curve, an arc length of 25.42 feet to the point of tangency of said curve; thence S.03°32'39"E., a distance of 144.38 feet to the point of curvature of a curve to the left, having a radius of 115.00 feet, and a central angle of 22°53'18"; thence along the arc of said curve, an arc length of 45.94 feet to the POINT OF BEGINNING.

Parcel contains 1,308,697 square feet or 30.0435 acres, more or less.

SEE SHEET 8 FOR SKETCH.
SEE SHEET 9 FOR TABLES.

BK 1543 PG 5503 22 of 30

FOR: SMR COMMUNITIES, INC. Jan 31, 1997 -
SKETCH & DESCRIPTION OF TOWN CENTER
SECTION 36, TOWNSHIP 35 S., RANGE 19 EAST, MANATEE COUNTY,

EXHIBIT "B" TO
SECOND AMENDMENT TO
DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS OF
LAKEWOOD RANCH TOWN CENTER
Page 10 of 16

This is NOT a Survey.

SON, MILLER, BARTON & PEEK, INC.
ENGINEERS • SURVEYORS • PLANNERS • ENVIRONMENTAL CONSULTANTS
LANDSCAPE ARCHITECTS • CONSTRUCTION MANAGERS
133 South Main Road
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(813) 371-3690 Fax (813) 377-9852

WORK ORDER NO. SSSLD	DRAWN BY: JWD	CHKD BY: RRC	CAD FILE: 2670E901	PROJECT NO: S2670-300-000	SHEET 10 OF 12	DRAWING INDEX NO: B 2670-300-001	REV:
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SECTION 29

SECTION 32

RIVER CLUB
SOUTH ACCESS
ROAD

LAKELWOOD RANCH BLVD.
(120' WIDE PUBLIC)

WEST LINE OF SECTION 29

S.01°11'37"W. 6106.08'

POINT OF BEGINNING
NORTHEAST CORNER OF SECTION 31, TOWNSHIP 35 SOUTH, RANGE 19 EAST, MANATEE COUNTY, FLORIDA

SOUTHEAST CORNER OF SECTION 31, TOWNSHIP 35 S., RANGE 19 E., MANATEE COUNTY, FLORIDA. (4" x 4" CONCRETE MONUMENT FOUND "LB#2241")

NORTH LINE OF SECTION 31

SECTION 31

SECTION 30

AREA #4
9.7167± ACRES

LINE TABLE

Line	Bearing	Distance
L81	S.14°30'33"E.	49.41'
L82	N.84°03'43"W.	14.22'
L83	N.71°01'53"W.	13.64'
L84	N.55°21'58"E.	78.72'
L85	S.89°06'40"W.	18.99'
L86	N.27°28'33"E.	20.28'
L87	N.87°53'11"E.	49.69'
L88	N.89°49'47"E.	33.52'
L89	S.78°25'55"E.	20.63'
L90	S.22°30'41"E.	12.72'
L91	S.30°32'38"E.	57.37'
L92	S.43°36'56"E.	58.20'
L93	S.71°11'09"E.	72.42'
L94	N.78°38'12"E.	64.55'
L95	N.45°38'36"E.	60.56'
L96	N.11°56'02"E.	61.32'
L97	N.11°05'33"E.	10.46'
L98	S.87°53'42"E.	18.74'
L99	N.86°26'27"E.	9.48'
L100	N.01°11'37"E.	50.17'
L101	N.86°26'27"E.	39.25'
L102	N.01°18'30"W.	18.74'
L103	N.88°48'33"W.	38.30'
L104	N.01°11'37"E.	17.11'



SCALE: 1"=200'

0' 50' 100' 200' 400'

FOR: SMR COMMUNITIES, INC. Jan 31, 1997 - 11
SKETCH & DESCRIPTION OF TOWN CENTER, SECTION 36, TOWNSHIP 35 S., RANGE 19 EAST, MANATEE COUNTY, FLORIDA
SECTIONS 31 & 32, TOWNSHIP 35 S. RANGE 19 EAST, MANATEE COUNTY, FLORIDA

EXHIBIT "B" TO SECOND AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF LAKELWOOD RANCH TOWN CENTER
Page 11 of 16

SEE SHEET 12 FOR CURVE TABLE & DESCRIPTION.

This is NOT a Survey.

V. MILLER, BARTON & PEEK, INC.
SURVEYORS • PLANNERS • ENVIRONMENTAL CONSULTANTS
LANDSCAPE ARCHITECTS • CONSTRUCTION MANAGERS
133 South McIntosh Road
Sarasota, Florida 34232
(813) 371-3690 Fax (813) 377-9852

WORK ORDER NO. SSSL0
DRAWN BY: JWD
CHKD BY: RRC
CAD FILE: 2670E901

DRAWING NO: S2670-300-000
SHEET: 11 OF 12

DRAWING INDEX NO: B 2670-300-001

REV:

SEE SHEET 11
FOR SKETCH AND LINE TABLE.

NO.	RADIUS	CURVE TABLE		CHORD	CHORD BEARING
		DELTA	ARC		
47	133.00'	75°00'41"	174.12'	161.95'	S.52°00'55"E.
48	1959.90'	21°13'01"	725.76'	721.62'	N.64°52'58"E.
49	65.00'	58°27'20"	66.32'	63.48'	N.54°26'33"W.
50	296.91'	27°38'40"	143.25'	141.87'	S.39°02'13"E.
51	93.31'	31°46'14"	51.74'	51.08'	N.36°58'26"W.
52	338.71'	15°54'25"	94.03'	93.73'	S.29°02'31"E.
53	56.87'	45°23'48"	45.06'	43.89'	S.59°41'37"E.
54	68.71'	39°30'20"	47.38'	46.44'	N.62°38'21"W.
55	43.94'	44°52'52"	34.42'	33.54'	S.65°19'37"E.
56	378.99'	13°39'15"	90.32'	90.10'	N.80°56'26"W.
57	122.15'	67°37'38"	144.17'	135.95'	N.40°18'00"W.
58	45.00'	48°19'49"	37.96'	36.84'	N.17°40'43"E.

Description of Area #4:

A parcel of land lying in Sections 31 and 32, Township 35 South, Range 19 East, Manatee County, Florida and described as follows:

BEGIN at the southwest corner of said Section 29; (the southeast corner of said Section 31 being marked by a 4" concrete monument labeled "LB 2241", which bears S.00°11'37"W., a distance of 6106.08 feet for the POINT OF BEGINNING), said point also being a point on a curve to the right of which the radius point lies S.00°28'45"W., a radial distance of 133.00 feet; thence along the arc in a southeasterly direction, passing through a central angle of 75°00'41", an arc length of 174.12 feet to the point of tangency of said curve; thence S.14°30'33"E., a distance of 49.41 feet to the point of curvature of a curve to the right, having a radius of 35.00 feet and a central angle of 90°00'00"; thence along the arc, an arc distance of 54.98 feet to a point on the northerly right-of-way line of Lakewood Ranch Boulevard (formerly Upper Manatee River Road, a 120-foot wide public right-of-way); (the following two [2] calls are along said northerly right-of-way line of Lakewood Ranch Boulevard); thence S.75°29'27"W., a distance of 523.35 feet to the point of curvature of a curve to the left, having a radius of 1960.00 feet and a central angle of 21°12'57"; thence along the arc of said curve, an arc length of 725.76 feet to the end of said curve; thence N.84°03'43"W., a distance of 14.22 feet; thence N.71°01'53"W., a distance of 13.64 feet; thence N.55°21'58"E., a distance of 78.72 feet to a point on a curve to the right, of which the radius point lies N.06°19'47"E., a radial distance of 65.00 feet; thence northwesterly along the arc of said curve through a central angle of 58°27'21", an arc length of 66.32 feet to the point of reverse curvature of a curve to the left, having a radius of 296.91 feet and a central angle of 27°38'41"; thence along the arc of said curve, an arc length of 143.25 feet to the point of reverse curvature of a curve to the right, having a radius of 93.31 feet and a central angle of 31°46'15"; thence along the arc of said curve, an arc length of 51.74 feet to the point of reverse curvature of a curve to the left, having a radius of 338.71 feet and a central angle of 15°54'25"; thence along the arc of said curve, an arc length of 94.03 feet to the point of compound curvature of a curve to the left, having a radius of 56.87 feet and a central angle of 45°23'48"; thence along the arc of said curve, an arc length of 45.06 feet to the point of reverse curvature of a curve to the right, having a radius of 68.71 feet and a central angle of 39°30'20"; thence along the arc of said curve, an arc length of 47.38 feet to the point of reverse curvature of a curve to the left, having a radius of 43.94 feet and a central angle of 44°52'53"; thence along the arc of said curve, an arc length of 34.42 feet to the point of reverse curvature of a curve to the right, having a radius of 378.99 feet and a central angle of 13°39'15"; thence along the arc of said curve, an arc length of 90.32 feet to the point of compound curvature of a curve to the right, having a radius of 122.15 feet and a central angle of 67°37'38"; thence along the arc of said curve, an arc length of 144.17 feet to the point of compound curvature of a curve to the right, having a radius of 45.00 feet and a central angle of 48°19'48"; thence along the arc of said curve, an arc length of 37.96 feet to the end of said curve; thence S.89°06'40"W., a distance of 18.99 feet; thence N.27°28'33"E., a distance of 20.28 feet; thence N.87°53'11"E., a distance of 49.69 feet; thence S.89°43'00"E., a distance of 197.15 feet; thence S.89°43'23"E., a distance of 221.23 feet; thence S.89°14'27"E., a distance of 197.26 feet; thence N.89°51'11"E., a distance of 222.96 feet; thence N.89°54'44"E., a distance of 194.38 feet; thence S.78°25'55"E., a distance of 20.63 feet; thence S.22°30'41"E., a distance of 12.72 feet; thence S.30°32'38"E., a distance of 57.37 feet; thence S.43°36'56"E., a distance of 58.20 feet; thence S.71°11'09"E., a distance of 72.42 feet; thence N.78°38'12"E., a distance of 64.55 feet; thence N.45°38'36"E., a distance of 60.56 feet; thence N.11°48'40"E., a distance of 61.32 feet; thence N.11°05'33"E., a distance of 10.46 feet; thence S.87°53'42"E., a distance of 98.00 feet; thence S.86°26'27"E., a distance of 9.48 feet; thence N.01°11'37"E., a distance of 50.17 feet; thence N.86°26'27"E., a distance of 39.25 feet; thence N.01°18'30"W., a distance of 18.74 feet; thence N.88°48'33"W., a distance of 38.30 feet; thence N.01°11'37"E., a distance of 17.11 feet to the POINT OF BEGINNING.

Parcel contains 423,260 square feet or 9.7167 acres, more or less.

FOR: SMR COMMUNITIES, INC. Jan 31, 1997 -
SKETCH & DESCRIPTION OF TOWN CENTER
SECTION 36, TOWNSHIP 35 S., RAN
SECTIONS 31 & 32, TOWNSHIP 35
RANGE 19 EAST, MANATEE COUNTY,

EXHIBIT "B" TO
SECOND AMENDMENT TO
DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS OF
LAKEWOOD RANCH TOWN CENTER
Page 12 of 16

This is NOT a Survey.

ON, MILLER, BARTON & PEEK, INC.

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LANDSCAPE ARCHITECTS • CONSTRUCTION MANAGERS
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Sarasota, Florida 34232
(813) 371-3890 Fax (813) 377-9852

WORK ORDER NO. SSSLD	DRAWN BY: JWD	CHECKED BY: RRC	CAD FILE: 2670E901	S2670-300-000	12 OF 12	DRAWING INDEX NO: B 2670-300-001	REV:
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EXHIBIT "B" TO
SECOND AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS OF LAKEWOOD RANCH TOWN CENTER
Page 13 of 16

LESS AND EXCEPT:

Any and all property dedicated and/or transferred to Manatee County, a political subdivision of the State of Florida, Lakewood Ranch Community Development District 3, a local unit of special purpose government, created pursuant to Chapter 190, Florida Statutes, the general public, or a public utility company, and evidenced by any instrument(s) executed by Schroeder-Manatee Ranch, Inc., dated on or before the execution of this instrument, recorded, or to be recorded among the Public Records of Manatee County, Florida.

AND LESS AND EXCEPT:

All that Property described on Pages 14 through 16 of this Exhibit "B".

EXHIBIT "B" TO
SECOND AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS OF LAKEWOOD RANCH TOWN CENTER
Page 14 of 16

A tract of land lying in Section 31, Township 35 South, Range 19 East, Manatee County, Florida and described as follows:

Commence at the Southeast corner of said Section 31; thence N.01°11'37"E., along the easterly line of said Section 31, a distance of 4078.61 feet; thence N.88°48'23"W., a distance of 1910.63 feet to the POINT OF BEGINNING, said point being on a curve to the left of which the radius point lies S.79°23'53"E., a radial distance of 1610.00 feet, said point also being on the westerly right-of-way of Lakewood Ranch Boulevard (a 120-foot wide public road); thence southerly along the arc of said curve, being said westerly right-of-way line of Lakewood Ranch Boulevard, through a central angle of 04°38'33", an arc length of 130.45 feet; thence S.81°04'47"W., a distance of 155.36 feet; thence S.87°32'35"W., a distance of 111.04 feet; thence S.46°15'00"W., a distance of 104.60 feet; thence S.05°14'45"W., a distance of 67.53 feet to the point of curvature of a curve to the left, having a radius of 50.00 feet and a central angle of 38°29'03"; thence along the arc of said curve, an arc length of 33.58 feet to the point of tangency of said curve; thence S.33°14'18"E., a distance of 22.57 feet; thence S.25°14'22"W., a distance of 29.94 feet; thence S.66°31'00"W., a distance of 41.18 feet; thence S.79°28'37"W., a distance of 109.39 feet; thence S.41°34'59"W., a distance of 81.17 feet; thence S.28°58'13"W., a distance of 57.82 feet; thence S.49°59'16"W., a distance of 104.50 feet to the point of curvature of a curve to the left, having a radius of 50.00 feet and a central angle of 53°47'12"; thence along the arc of said curve, an arc length of 46.94 feet to the end of said curve; thence S.03°50'04"E., along a non-tangent line, a distance of 88.69 feet; thence S.35°06'29"E., a distance of 204.35 feet; thence S.46°31'30"E., a distance of 169.52 feet; thence S.62°20'11"E., a distance of 103.08 feet; thence S.25°49'33"W., a distance of 177.54 feet; thence S.12°48'39"E., a distance of 60.18 feet; thence S.63°44'20"E., a distance of 37.95 feet; thence S.16°42'12"W., a distance of 112.34 feet; thence S.22°21'13"E., a distance of 33.90 feet; thence S.13°32'14"W., a distance of 38.10 feet; thence S.16°27'34"E., a distance of 60.52 feet to a point on a curve to the right of which the radius point lies N.11°28'02"W., a radial distance of 700.00 feet; thence westerly along the arc of said curve through a central angle of 13°12'35", an arc length of 161.39 feet to the point of reverse curvature of a curve to the left, having a radius of 425.00 feet and a central angle of 05°05'57"; thence along the arc of said curve, an arc length of 37.82 feet to the end of said curve; thence N.40°22'55"E., a distance of 92.96 feet to a point on a curve to the right of which the radius point lies S.88°55'35"E., a radial distance of 245.00 feet; thence northerly along the arc of said curve through a central angle of 16°20'29", an arc length of 69.88 feet to the point of reverse curvature of a curve to the left, having a radius of 155.00 feet and a central angle of 32°56'05"; thence along the arc of said curve, an arc length of 89.10 feet to a point on a curve to the left, of which the radius point lies S.24°15'41"W., a radial distance of 70.02 feet; thence westerly along the arc of said curve, through a central angle of 65°14'10", an arc length of 79.72 feet to a point of reverse curvature of a curve to the right having a radius of 75.50 feet and a central angle of 75°07'19"; thence westerly along the arc of said curve, an arc length of 98.99 feet to a point of reverse curvature of a curve to the left, having a radius of 44.93 feet and a central angle of 31°06'12"; thence northwesterly along the arc of said curve, an arc length of 24.39 feet to a point of reverse curvature of a curve to the right, having a radius of 85.87 feet and a central angle of 28°29'30"; thence northwesterly along the arc of said curve, an arc length of 42.70 feet to the point of tangency of said curve; thence N.58°27'52"W., a distance of 259.08 feet; thence NORTH, a distance of 63.45 feet; thence N.37°11'29"W., a distance of 124.32 feet; thence WEST, a distance of 69.42 feet; thence NORTH, a distance of 174.09 feet; thence N.37°14'50"W., a distance of 142.19 feet; thence N.21°09'50"W., a distance of 173.18 feet; thence N.37°10'28"W., a distance of 92.89 feet; thence N.56°10'18"W., a distance of 84.70 feet; thence N.67°52'56"W., a distance of 60.98 feet; thence N.84°22'12"W., a distance of 179.63 feet; thence N.00°51'36"E., a distance of 247.89 feet; thence S.72°53'13"E., a distance of 104.99 feet; thence S.59°50'52"E., a distance of 124.92 feet; thence S.44°13'08"E., a distance of 58.79 feet; thence S.52°43'16"E., a distance of 118.10 feet; thence S.83°16'36"E., a distance of 71.08 feet; thence N.85°07'09"E., a distance of 71.89 feet; thence N.59°57'44"E., a distance of 87.10 feet; thence N.44°54'56"E., a distance of 40.02 feet; thence N.32°58'59"E., a distance of 154.26 feet; thence N.15°00'00"E., a distance of 163.68 feet; thence N.03°46'22"W., a distance of 123.55 feet; thence N.78°54'38"E., a distance of 208.67 feet; thence S.73°38'28"E., a distance of 70.55 feet; thence EAST, a distance of 40.06 feet; thence N.77°53'15"E., a distance of 22.48 feet; thence S.45°21'49"E., a distance of 204.02 feet; thence S.89°07'59"E., a distance of 427.78 feet to the POINT OF BEGINNING.

Parcel contains 994,626 square feet or 22.8335 acres, more or less.

EXHIBIT "B" TO
 SECOND AMENDMENT TO
 DECLARATION OF COVENANTS, CONDITIONS
 AND RESTRICTIONS OF LAKEWOOD RANCH TOWN CENTER
 Page 15 of 16

COMMENCE AT THE SOUTHWEST CORNER OF SECTION 31, TOWNSHIP 35 S., RANGE 19 E.; THENCE N 00°37'10" E, ALONG THE WEST LINE OF SAID SECTION 31 (SAME BEING THE "RANGE LINE"), A DISTANCE OF 825.23 FT. TO THE SOUTHEAST CORNER OF SECTION 36, TOWNSHIP 35 S., RANGE 18 E.; THENCE N 01°15'38" E, ALONG THE WEST LINE OF SAID SECTION 31, SAME BEING THE EAST LINE OF SECTION 36, TOWNSHIP 35 S., RANGE 18 E. (THE "RANGE LINE"), A DISTANCE OF 90.75 FT. TO THE INTERSECTION WITH THE CENTERLINE OF "UNIVERSITY PARKWAY", AS SHOWN ON F.D.O.T. R/W MAPS SECTION 17075-2410; THENCE S 89°25'46" E, ALONG THE CENTERLINE OF SAID "UNIVERSITY PARKWAY", A DISTANCE OF 1117.57 FT. TO THE INTERSECTION WITH THE EASTERLY END OF STATE ROAD NO. 93 (INTERSTATE 75) - "UNIVERSITY PARKWAY" INTERCHANGE LIMITED ACCESS R/W AS SHOWN ON SAID F.D.O.T. R/W MAPS; THENCE CONTINUE S 89°25'46" E, ALONG THE CENTERLINE OF SAID "UNIVERSITY PARKWAY", A DISTANCE OF 133.30 FT. TO THE INTERSECTION WITH THE EASTERLY END OF THE F.D.O.T. R/W ACQUISITION LINE AS SHOWN ON SAID F.D.O.T. R/W MAPS; THENCE N 00°34'14" E, ALONG SAID EASTERLY F.D.O.T. R/W ACQUISITION LINE, A DISTANCE OF 100.00 FT. TO THE INTERSECTION WITH THE SOUTHERLY R/W OF SAID "UNIVERSITY PARKWAY" FOR A POINT OF BEGINNING; THENCE CONTINUE N 00°34'14" E, ALONG SAID EASTERLY LINE AND THE NORTHERLY EXTENSION THEREOF, A DISTANCE OF 98.00 FT. TO THE NORTHEASTERLY CORNER OF THAT CERTAIN 60.0 FT. WIDE ACCESS ROAD R/W AS DESCRIBED AND RECORDED IN OFFICIAL RECORDS BOOK 949, PAGE 745, PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA; THENCE N 89°25'46" W, ALONG THE NORTHERLY LINE OF SAID 60.0 FT. WIDE ACCESS ROAD R/W, 330.88 FT.; THENCE N 00°34'14" E, 447.45 FT.; THENCE N 65°15'33" E, 109.29 FT.; THENCE N 34°07'28" W, 38.23 FT.; THENCE N 32° 45'30" E, A DISTANCE OF 266.64 FT. TO THE INTERSECTION WITH THE SOUTHERLY LINE OF "TOWN CENTER PARKWAY" (A 100 FT. WIDE ROADWAY); THENCE S 85°26'33" E, ALONG SAID SOUTHERLY LINE; A DISTANCE OF 518.83 FT. TO THE INTERSECTION WITH THE NORTHERLY EXTENSION OF THE WESTERLY LINE OF "MARKET PLACE" (A 120 FT. WIDE ROADWAY); THENCE S 04°33'27" W, ALONG SAID NORTHERLY EXTENSION AND SAID WESTERLY LINE, A DISTANCE OF 799.46 FT. TO THE P.C. OF A CURVE CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 25.00 FT.; THENCE RUN SOUTHWESTERLY, ALONG SAID WESTERLY LINE AND THE ARC OF SAID CURVE, THROUGH AN ANGLE OF 92°16'07", A DISTANCE OF 40.26 FT. TO THE INTERSECTION WITH THE NORTHERLY R/W OF "UNIVERSITY PARKWAY" (A 200 FT. WIDE ROAD R/W) AND THE P.R.C. OF A CURVE CONCAVE TO THE SOUTHWEST HAVING A RADIUS OF 1250.00 FT.; THENCE RUN WESTERLY, ALONG SAID NORTHERLY R/W AND THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 06°15'21", A DISTANCE OF 136.48 FT. TO THE P.T. OF SAID CURVE; THENCE N 89°25'46" W, ALONG SAID NORTHERLY R/W, A DISTANCE OF 186.31 FT. TO THE POINT OF BEGINNING, BEING AND LYING IN SECTION 31, TOWNSHIP 35 S., RANGE 19 E., MANATEE COUNTY, FLORIDA.

CONTAINING 12.00 ACRES MORE OR LESS.

EXHIBIT "B" TO
SECOND AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS OF LAKEWOOD RANCH TOWN CENTER
Page 16 of 16

Description of Hotel Site:

A parcel of land lying in Section 31, Township 35 South, Range 19 East, Manatee County, Florida and described as follows:

Commence at the southwest corner of said Section 31; thence S.89°58'32"E., along the south line of said Section 31, a distance of 417.02 feet for a POINT OF BEGINNING; thence N.00°37'10"E., a distance of 267.99 feet; thence EAST, a distance of 458.46 feet; thence S.04°42'11"W., a distance of 96.43 feet; thence S.47°04'31"W., a distance of 117.00 feet; thence S.00°01'28"W., a distance of 92.35 feet to a point on the south line of the above mentioned Section 31; thence S.89°58'32"E., along said south line of Section 31, a distance of 367.74 feet to the POINT OF BEGINNING.

Containing 110,221 square feet or 2.5303 acres, more or less.

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DESCRIPTION: LAKEWOOD RANCH TOWN CENTER WETLAND OPTION PARCEL

COMMENCE AT THE SOUTHEAST CORNER OF SECTION 31, TOWNSHIP 35 S., RANGE 19 E.; THENCE N 01°11'37" E, ALONG THE EASTERLY LINE OF SAID SECTION 31, A DISTANCE OF 200.05 FT. TO THE INTERSECTION WITH THE NORTHERLY RIGHT-OF-WAY LINE OF "UNIVERSITY PARKWAY" (200 FT. WIDE); THENCE CONTINUE N 01°11'37" E, ALONG SAID EASTERLY LINE, 844.18 FT.; THENCE N 88°48'23" W, PERPENDICULAR WITH SAID EASTERLY LINE, A DISTANCE OF 183.15 FT. TO THE INTERSECTION WITH THE WESTERLY RIGHT-OF-WAY LINE OF "LAKEWOOD RANCH BOULEVARD" (FORMERLY UPPER MANATEE RIVER ROAD EXTENSION) AND A POINT ON THE ARC OF A CURVE WHOSE RADIUS POINT LIES N 30°42'18" W, 35.00 FT.; THENCE RUN SOUTHWESTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 30°43'46", A DISTANCE OF 18.77 FT. TO THE P.T. OF SAID CURVE; THENCE N 89°58'32" W, A DISTANCE OF 61.39 FT. TO THE P.C. OF A CURVE CONCAVE TO THE SOUTH, HAVING A RADIUS OF 37.00 FT.; THENCE RUN WESTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 05°20'04", A DISTANCE OF 3.44 FT. TO THE P.T. OF SAID CURVE; THENCE S 84°41'24" W, A DISTANCE OF 59.37 FT. TO THE P.C. OF A CURVE CONCAVE TO THE NORTH, HAVING A RADIUS OF 35.00 FT.; THENCE RUN WESTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 05°20'04", A DISTANCE OF 3.26 FT. TO THE P.T. OF SAID CURVE; THENCE N 89°58'32" W, A DISTANCE OF 160.76 FT. TO THE P.C. OF A CURVE CONCAVE TO THE NORTHEAST, HAVING A RADIUS OF 13.00 FT.; THENCE RUN NORTHWESTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 92°58'00", A DISTANCE OF 21.09 FT.; THENCE LEAVING SAID CURVE, RUN N 89°58'32" W, A DISTANCE OF 32.03 FT. FOR A POINT OF BEGINNING; THENCE CONTINUE N 89°58'32" W, 383.82 FT.; THENCE N 00°01'28" E, A DISTANCE OF 122.68 FT. TO THE P.C. OF A CURVE CONCAVE TO THE SOUTHEAST, HAVING A RADIUS OF 120.00 FT.; THENCE RUN NORTHEASTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 65°25'55", A DISTANCE OF 137.04 FT. TO THE P.T. OF SAID CURVE; THENCE N 65°27'23" E, A DISTANCE OF 223.69 FT. TO THE P.C. OF A CURVE CONCAVE TO THE SOUTH, HAVING A RADIUS OF 25.00 FT.; THENCE RUN SOUTHEASTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 89°59'15", A DISTANCE OF 39.26 FT. TO THE P.T. OF SAID CURVE; THENCE S 24°33'22" E, A DISTANCE OF 152.78 FT. TO THE P.C. OF A CURVE CONCAVE TO THE WEST, HAVING A RADIUS OF 150.00 FT.; THENCE RUN SOUTHERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 24°34'50", A DISTANCE OF 64.35 FT. TO THE P.T. OF SAID CURVE; THENCE S 00°01'28" W, A DISTANCE OF 111.15 FT. TO THE POINT OF BEGINNING, BEING AND LYING IN SECTION 31, TOWNSHIP 35 S., RANGE 19 E., MANATEE COUNTY, FLORIDA.

CONTAINING 2.27 ACRES MORE OR LESS.

DECEMBER 3, 1997

DATE OF CERTIFICATE



THOMAS E. DURRANCE
PROFESSIONAL LAND SURVEYOR
FLORIDA CERTIFICATION NO. 4534

REFER TO SHEET 2 OF 2 FOR SKETCH OF DESCRIPTION

FLORIDA CERTIFICATE OF AUTHORIZATION NUMBER LB 2241
NOT VALID WITHOUT THE SIGNATURE & ORIGINAL RAISED SEAL OF A FLORIDA LICENSED SURVEYOR AND MAPPER.

JOB NUMBER: 3958.5

SHEET NUMBER 1 OF 2

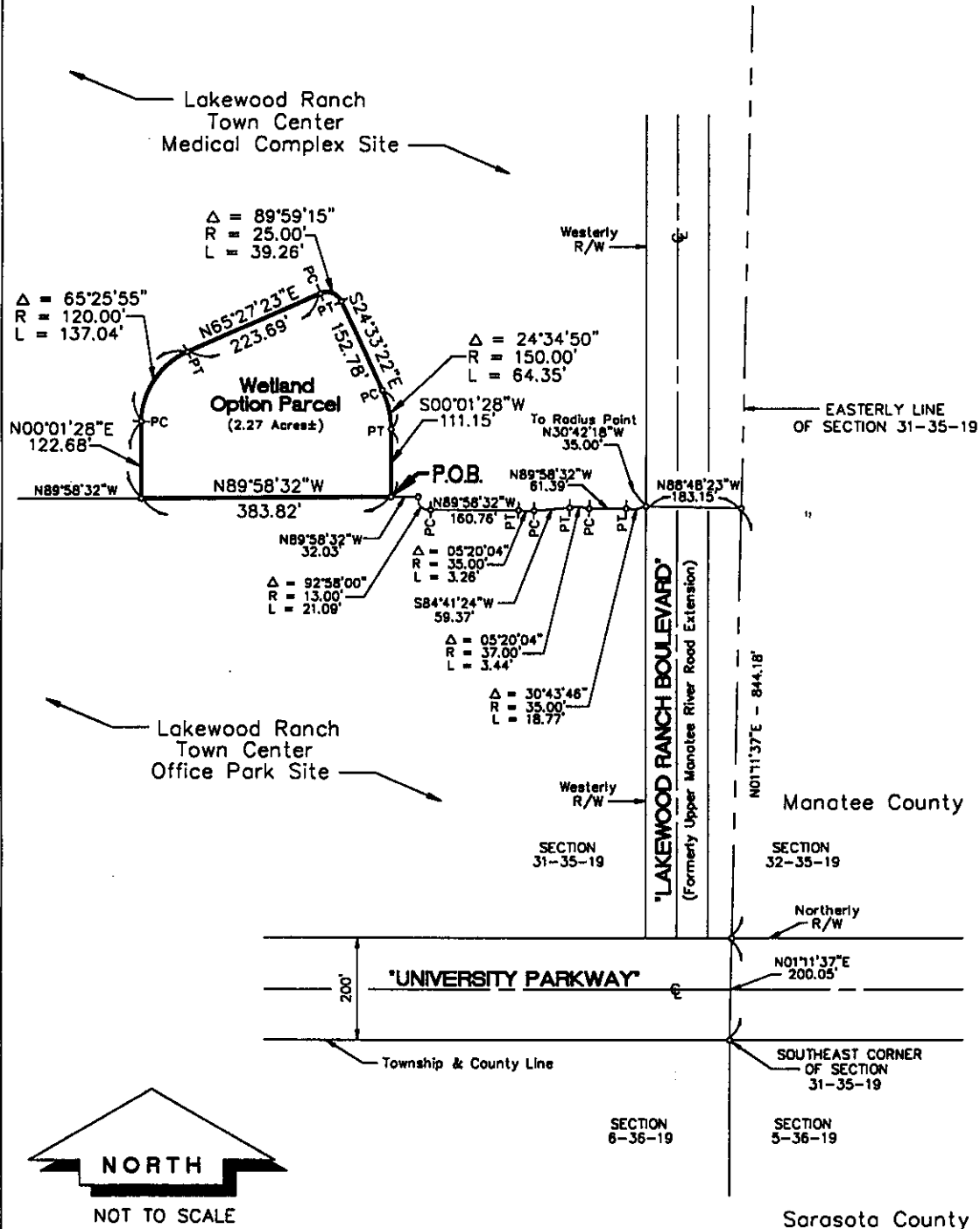


LOMBARDO & SKIPPER, INC.
CONSULTING ENGINEERS, SURVEYORS AND PLANNERS
P.O. BOX 188 • 825 4TH STREET WEST
PALMETTO, FLORIDA 34221 • (941)722-4561

SKETCH OF DESCRIPTION

NOT A SURVEY

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 R.B. SHORE CLERK OF CIRCUIT COURT MANATEE COUNTY FL



REFER TO SHEET 1 OF 2 FOR LEGAL DESCRIPTION

FLORIDA CERTIFICATE OF AUTHORIZATION NUMBER LB 2241
 NOT VALID WITHOUT THE ORIGINAL RAISED SEAL OF A FLORIDA LICENSED SURVEYOR AND MAPPER.

JOB NUMBER: 3958.5 DRAWN BY: DON SCALE: NONE SHEET NUMBER 2 OF 2



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