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DUVAL COUNTY
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PHONE # 346-5513

**THIRD AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS OF ORTEGA BLUFFS**

THIS THIRD AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS (the "First Amendment") made this 29th day of
December, 1999, by ORTEGA BLUFFS, INC., a Florida corporation, (hereinafter referred to
as the "Developer").

RECITALS

A. Developer has executed and caused to be recorded that certain Declaration of
Covenants, Conditions and Restrictions of Ortega Bluffs, being dated August 30, 1993 and recorded
in Official Records Volume 7657, pages 1019 through 1032, as amended by that certain First
Amendment to Declaration of Covenants, Conditions and Restrictions of Ortega Bluffs dated
February 12, 1998 and recorded in Official Records Volume 8853, pages 604 through 606 and as
further as amended by that certain Second Amendment to Declaration of Covenants, Conditions and
Restrictions of Ortega Bluffs dated March 26, 1999 and recorded in Official Records Volume 9241,
pages 1492 through 1494 all of the current public records of Duval County, Florida (collectively, the
"Declaration").

B. Developer now desires to amend the Declaration to annex additional lands as
permitted by Section 7.6 of the Declaration, which additional lands are more particularly described
as follows:

See Exhibit "A" attached hereto and by this reference made a part hereof (the
Additional Lands").

NOW THEREFORE, in consideration of the foregoing and other good and valuable
consideration, the undersigned has caused this Third Amendment to be executed and amend the
Declaration as follows:

1. The Additional Lands are hereby annexed and made subject to the Declaration.
2. Article 5.8 is amended to reduce the minimum square footage from not less
than one thousand seven hundred (1700) square feet to not less than one thousand four hundred
(1600) square feet for the Additional Lands only.
3. Except as modified herein the original Declaration shall remain in full force and
effect.

(A)

IN WITNESS WHEREOF, the Developer has caused the foregoing Declaration to be executed by a duly authorized officer, on the date set forth above.

"Developer"

Signed, sealed and delivered in the presence of:

ORTEGA BLUFFS, INC., a Florida corporation

[Signature]
Name: Cecile Evans Rider
[Signature]
Name: Marsha Isham

By: [Signature]
Kelley D. Ferguson
Its: President

(CORPORATE SEAL)

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

The foregoing Amendment to Declaration was acknowledged before me this 21st day of ~~November~~ December, 1999, by Kelley D. Ferguson, the President of ORTEGA BLUFFS, INC., a Florida corporation, who is personally known to me or who has produced _____ as identification, and who executed this instrument on behalf of the corporation.

[Signature]
Notary Public, State of Florida



Marsha Isham
MY COMMISSION # CC875773 EXPIRES
November 30, 2003
BONDED THRU TROY FAJN INSURANCE, INC.

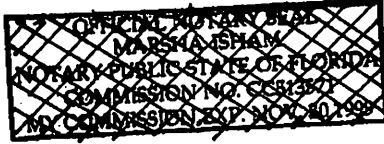


EXHIBIT "A"

A PARCEL OF LAND BEING A PORTION OF BLOCKS 3 AND 4, SECTION 29, TOWNSHIP 3 SOUTH, RANGE 26 EAST, JACKSONVILLE HEIGHTS, ACCORDING TO PLAT BOOK 5, PAGE 93 OF THE CURRENT PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA; SAID PARCEL BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHEAST CORNER OF SAID SECTION 29; THENCE ON THE SOUTH LINE THEREOF NORTH 89 DEGREES 42 MINUTES 30 SECONDS WEST 661.70 FEET TO THE SOUTHWEST CORNER OF TRACT 16, SAID BLOCK 4; THENCE ON THE WEST LINE OF SAID TRACT 16 AND THEN ON THE WEST LINE OF TRACT 15, SAID BLOCK 4, NORTH 00 DEGREES 18 MINUTES 00 SECONDS EAST 808.41 FEET; THENCE NORTH 89 DEGREES 41 MINUTES 59 SECONDS WEST 425.63 FEET; THENCE SOUTH 87 DEGREES 12 MINUTES 18 SECONDS WEST 608.75 FEET TO THE POINT OF BEGINNING; THENCE SOUTH 48 DEGREES 48 MINUTES 59 SECONDS WEST 288.18 FEET; THENCE NORTH 89 DEGREES 05 MINUTES 54 SECONDS WEST 148.17 FEET TO A POINT ON THE SOUTHEASTERLY PROJECTION OF THE NORTHEASTERLY LINE OF ORTEGA BLUFF UNIT TWO, ACCORDING TO PLAT BOOK 51, PAGES 75 THROUGH 75F, OF SAID CURRENT PUBLIC RECORDS; THENCE ON LAST SAID LINE, AND THEN ON SAID NORTHEASTERLY LINE OF ORTEGA BLUFF UNIT TWO, NORTH 53 DEGREES 53 MINUTES 16 SECONDS WEST 420.00 FEET; THENCE ON LAST SAID LINE RUN THE FOLLOWING 5 COURSES: 1) NORTH 36 DEGREES 06 MINUTES 44 SECONDS EAST 12.82 FEET; 2) NORTH 53 DEGREES 53 MINUTES 16 SECONDS WEST 108.24 FEET; 3) SOUTH 78 DEGREES 46 MINUTES 55 SECONDS WEST 24.34 FEET; 4) NORTH 63 DEGREES 31 MINUTES 06 SECONDS WEST 173.93 FEET; 5) SOUTH 58 DEGREES 04 MINUTES 30 SECONDS WEST 51.67 FEET; THENCE NORTH 32 DEGREES 45 MINUTES 08 SECONDS WEST 47.67 FEET; THENCE SOUTH 87 DEGREES 18 MINUTES 00 SECONDS WEST 64.91 FEET; THENCE NORTH 82 DEGREES 59 MINUTES 40 SECONDS WEST 77.56 FEET; THENCE NORTH 64 DEGREES 16 MINUTES 52 SECONDS WEST 74.06 FEET; THENCE NORTH 23 DEGREES 10 MINUTES 29 SECONDS WEST 62.18 FEET; THENCE NORTH 04 DEGREES 07 MINUTES 36 SECONDS WEST 56.58 FEET; THENCE NORTH 23 DEGREES 40 MINUTES 30 SECONDS WEST 54.69 FEET; THENCE NORTH 00 DEGREES 47 MINUTES 38 SECONDS WEST 64.59 FEET; THENCE NORTH 67 DEGREES 12 MINUTES 01 SECOND WEST 36.51 FEET; THENCE NORTH 17 DEGREES 25 MINUTES 46 SECONDS WEST 38.42 FEET; THENCE SOUTH 49 DEGREES 40 MINUTES 24 SECONDS WEST 40.94 FEET; THENCE SOUTH 12 DEGREES 19 MINUTES 24 SECONDS WEST 45.40 FEET; THENCE SOUTH 32 DEGREES 37 MINUTES 52 SECONDS WEST 79.00 FEET; THENCE SOUTH 46 DEGREES 54 MINUTES 44 SECONDS WEST 56.75 FEET; THENCE NORTH 62 DEGREES 18 MINUTES 47 SECONDS WEST 82.67 FEET; THENCE NORTH 45 DEGREES 41 MINUTES 41 SECONDS WEST 34.63 FEET; THENCE NORTH 00 DEGREES 42 MINUTES 26 SECONDS EAST 49.79 FEET; THENCE NORTH 06 DEGREES 58 MINUTES 41 SECONDS EAST 69.29 FEET; THENCE NORTH 38 DEGREES 33 MINUTES 14 SECONDS EAST 40.79 FEET; THENCE NORTH 05 DEGREES 12 MINUTES 28 SECONDS EAST 45.31 FEET; THENCE NORTH 55 DEGREES 51 MINUTES 16 SECONDS EAST 37.59 FEET; THENCE NORTH 11 DEGREES 05 MINUTES 58 SECONDS EAST 39.56 FEET; THENCE NORTH 05 DEGREES 29 MINUTES 39 SECONDS WEST 59.39 FEET; THENCE SOUTH 58 DEGREES 46 MINUTES 39 SECONDS WEST 60.96 FEET; THENCE SOUTH 38 DEGREES 33 MINUTES 14 SECONDS WEST 66.29 FEET; THENCE NORTH 51 DEGREES 12 MINUTES 57 SECONDS WEST 26.12 FEET; THENCE NORTH 18 DEGREES 43 MINUTES 35 SECONDS EAST 95.21 FEET; THENCE NORTH 16 DEGREES 18 MINUTES 32 SECONDS EAST 95.09 FEET; THENCE NORTH 17 DEGREES 54 MINUTES 29 SECONDS EAST 77.22 FEET; THENCE NORTH 39 DEGREES 19 MINUTES 01 SECOND EAST 84.26 FEET; THENCE NORTH 33 DEGREES 49 MINUTES 36 SECONDS EAST 115.43 FEET; THENCE NORTH 37 DEGREES 57 MINUTES 24 SECONDS EAST 87.84 FEET; THENCE NORTH 26 DEGREES 16 MINUTES 33 SECONDS EAST 91.61 FEET; THENCE NORTH 67 DEGREES 59 MINUTES 45 SECONDS EAST 53.47 FEET; THENCE NORTH 73 DEGREES 44 MINUTES 23 SECONDS EAST 39.56 FEET; THENCE NORTH 01 DEGREE 10 MINUTES 55 SECONDS EAST 103.83 FEET; THENCE NORTH 17 DEGREES 23 MINUTES 43 SECONDS EAST 59.40 FEET; THENCE NORTH 65 DEGREES 37 MINUTES 11 SECONDS EAST 43.35 FEET; THENCE NORTH 29 DEGREES 09 MINUTES 26 SECONDS WEST 113.63 FEET; THENCE SOUTH 85 DEGREES 33 MINUTES 08 SECONDS EAST 695.93 FEET; THENCE NORTH 83 DEGREES 00 MINUTES 58 SECONDS EAST 337.22 FEET; THENCE SOUTH 69 DEGREES 43 MINUTES 09 SECONDS EAST 200.53 FEET; THENCE SOUTHERLY ON THE ARC OF A CURVE CONCAVE TO THE EASTERLY AND HAVING A RADIUS OF 390.00 FEET, RUN A CHORD DISTANCE OF 100.93 FEET, THE BEARING OF SAID CHORD BEING SOUTH 12 DEGREES 50 MINUTES 48 SECONDS WEST; THENCE SOUTH 05 DEGREES 24 MINUTES 44 SECONDS WEST 422.30 FEET; THENCE SOUTHERLY ON THE ARC OF A CURVE CONCAVE TO THE WESTERLY AND HAVING A RADIUS OF 1960.00 FEET, RUN A CHORD DISTANCE OF 47.33 FEET, THE BEARING OF SAID CHORD BEING SOUTH 06 DEGREES 06 MINUTES 14 SECONDS WEST; THENCE SOUTH 83 DEGREES 12 MINUTES 16 SECONDS EAST 80.00 FEET; THENCE SOUTH 06 DEGREES 47 MINUTES 44 SECONDS WEST 243.08 FEET; THENCE SOUTHEASTERLY ON THE ARC OF A CURVE CONCAVE TO THE NORTHEASTERLY AND HAVING A RADIUS OF 25.00 FEET, RUN A CHORD DISTANCE OF 35.36 FEET, THE BEARING OF SAID CHORD BEING SOUTH 38 DEGREES 12 MINUTES 16 SECONDS EAST; THENCE SOUTH 12 DEGREES 12 MINUTES 19 SECONDS WEST 50.22 FEET; THENCE SOUTHWESTERLY ON THE ARC OF A CURVE CONCAVE TO THE SOUTHEASTERLY AND HAVING A RADIUS OF 25.00 FEET, RUN A CHORD DISTANCE OF 32.39 FEET, THE BEARING OF SAID CHORD BEING SOUTH 56 DEGREES 24 MINUTES 54 SECONDS WEST; THENCE SOUTHWESTERLY ON THE ARC OF A CURVE CONCAVE TO THE NORTHWESTERLY AND HAVING A RADIUS OF 340.00 FEET, RUN A CHORD DISTANCE OF 179.61 FEET, THE BEARING OF SAID CHORD BEING SOUTH 31 DEGREES 21 MINUTES 01 SECOND WEST; THENCE SOUTH 48 DEGREES 47 MINUTES 42 SECONDS EAST 79.16 FEET; THENCE SOUTH 40 DEGREES 22 MINUTES 11 SECONDS EAST 106.92 FEET; THENCE SOUTH 00 DEGREES 24 MINUTES 06 SECONDS EAST 301.73 FEET TO THE POINT OF BEGINNING.

ALSO KNOWN AS ALL THAT PROPERTY CONTAINED WITHIN PLAT BOOK 53, PAGES 14, 14A, 14B, 14C, 14D, 14E, 14F, 14G AND 14H OF THE PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA AND KNOWN AS ORTEGA BLUFFS, UNIT THREE-A.

ALSO KNOWN AS ALL THAT PROPERTY CONTAINED WITHIN PLAT BOOK 53, PAGES 14, 14A, 14B, 14C, 14D, 14E, 14F, 14G AND 14H OF THE PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA AND KNOWN AS ORTEGA BLUFFS, UNIT THREE-A.