

This instrument prepared by and
after recording return to:

Lee Stuart Smith, Esquire
Holland & Knight LLP
200 South Orange Avenue
Suite 2600
Orlando, Florida 32801

-----{SPACE ABOVE THIS LINE FOR RECORDING DATA}-----

**FIRST AMENDMENT TO THE MASTER DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
OF VISTA LAKES**

THIS FIRST AMENDMENT TO THE MASTER DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS OF VISTA LAKES ("First Amendment") is made this
18 day of April, 2001, by **TERRABROOK VISTA LAKES, L.P.**, a
Delaware limited partnership ("Declarant").

RECITALS:

A. Declarant, executed and recorded a certain Master Declaration of Covenants,
Conditions and Restrictions for Vista Lakes recorded in Official Records Book 6006, Page
898 of the Public Records of Orange County, Florida (hereinafter referred to as the
"Declaration").

B. Article XIX of the Declaration provides that the Declarant may unilaterally
change or amend any provision of the Declaration until the termination of the Class "C"
Control Period.

C. The Class "C" Control Period is still in effect.

D. Declarant desires to amend the Declaration as more specifically provided for
herein.

DECLARATIONS:

NOW, THEREFORE, the Declaration is hereby amended, modified and
supplemented as follows:

1. Recitals; Definitions. The recitals stated above are incorporated herein by
this reference. Capitalized terms used in this First Amendment shall have the same
meanings as set forth in the Declaration, as amended by this First Amendment.

2. Annual Assessment. Pursuant to Article XIX of the Declaration, Declarant
hereby deletes Article VIII, Section 8.10 of the Declaration entitled "Working Capital", in
its entirety.

IN WITNESS WHEREOF, the Declarant has caused this First Amendment to the Declaration to be executed as of the day and year first above written.

Signed, sealed and delivered
in the presence of:

TERRABROOK VISTA LAKES, L.P., a
Delaware limited partnership

By: Westerra Management, L.L.C.
Its authorized Representative

Beverly Williams

Signature
Print Name: **BEVERLY WILLIAMS**

By: *Thomas S. Liebrecht*
Thomas S. Liebrecht
Title: Assistant Vice President

Sally J. Harvey
Signature
Print Name: **SALLY J. HARVEY**

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18 day of April, 2001 by Thomas S. Liebrecht, as Assistant Vice President of Westerra Management, L.L.C., a Delaware limited liability company, Authorized Representative for **TERRABROOK VISTA LAKES, L.P.** a Delaware limited partnership. Said person { } is personally known to me or { } has produced _____ as identification.

Notary Stamp

Sally J. Harvey
Signature of Person Taking Acknowledgment
Print Name: _____
Title: Notary Public
Serial No. (if any): _____
Commission Expires: _____

