

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}-----

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

THIS THIRD AMENDMENT TO THE MASTER DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF VISTA LAKES ("Third Amendment") is made this 14th day of December, 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; First Amendment to the Master Declaration of Covenants, Conditions and Restrictions of Vista Lakes recorded in Official Records Book 6242, Page 5146; Second Amendment to the Master Declaration of Covenants, Conditions and Restrictions of Vista Lakes recorded in Official Records Book 6373, Page 4911, all 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. Exclusive Uses. Without the prior written consent of the owner of Parcel I as described on attached Exhibit "A" ("Parcel I") and, as long as Publix Supermarkets, Inc., a Florida corporation ("Publix") is tenant under any lease of Parcel I, the prior written consent of Publix, no portion of the Property subject to this Declaration except the portion


of Parcel I leased to Publix shall be used for the operation of a grocery supermarket, bakery, delicatessen, fish market, or on-premises photo finishing facility, the sale of drugs or other products which are required by law to be dispensed by a registered pharmacist, or to engage in retail sales of items of food for "off-premises" consumption.

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

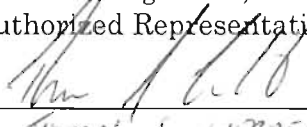
Signed, sealed and delivered
in the presence of:

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

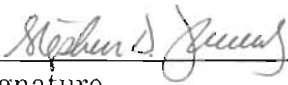
By: Westerra Management, L.L.C.
Its authorized Representative



Signature
Print Name: Lee Steward Smith

By: 

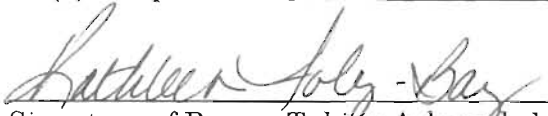
Name: THOMAS J. LIEBRECHT
Title: ASST. VICE PRESIDENT




Signature
Print Name: Stephen D. Feinberg

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 14th day of December, 2001 by Thomas J. Liebrecht, as Asst. 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.



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

Notary Stamp

Kathleen Foley-Barry
Commission # CG 835680
Expires Nov. 20, 2002
Bonded Thru
Atlantic Bonding Co., Inc.

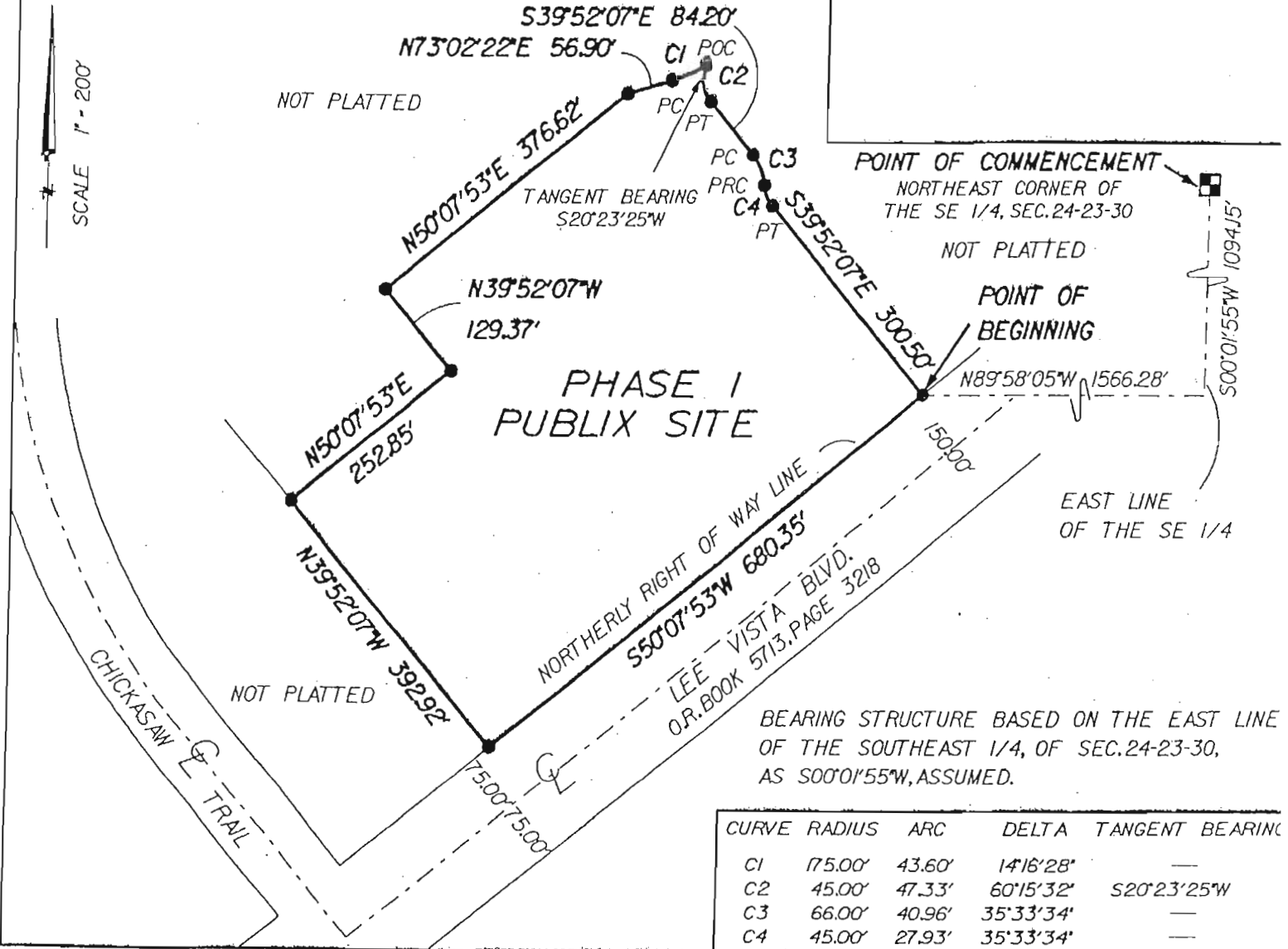
LEGEND

- OR. - OFFICIAL RECORDS BOOK SEE PAGE 2 FOR LEGAL DESCRIPTION
- PC - POINT OF CURVATURE
- POC - POINT ON CURVE
- PRC - POINT OF REVERSE CURVATURE
- PT - POINT OF TANGENCY
- SE - SOUTHEAST
- SEC. - SECTION
- - CHANGE IN DIRECTION

EXHIBIT "A"



OR BK 6415 Pg 5857
Orange Co FL 2001-0574225



SKETCH OF DESCRIPTION ONLY. THIS IS NOT A SURVEY.

I HEREBY CERTIFY THAT THIS SKETCH OF DESCRIPTION IS IN ACCORDANCE WITH THE MINIMUM TECHNICAL STANDARDS AS REQUIRED BY CHAPTER 61G17-6 F.A.C.

William D. Dorley

WILLIAM D. DORLEY
FLORIDA LICENSED SURVEYOR
AND MAPPER, NUMBER 5381

NOT VALID WITHOUT THE SIGNATURE AND THE ORIGINAL RAISED SEAL OF A FLORIDA LICENSED SURVEYOR AND MAPPER

CERTIFICATE OF AUTHORIZATION NO. LB 1221

BOWYER SINGLETON & ASSOCIATES, INCORPORATED

ENGINEERING • PLANNING • SURVEYING • ENVIRONMENTAL

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ORANGE COUNTY FLORIDA

VISTA LAKES
PHASE I
PUBLIX SITE

