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THIS INSTRUMENT PREPARED BY:

R
Ronald W. Smalley, Esquire
Post Office Box 280
Fort Myers, FL 33902-0280

Rspt: 576220 Rec: 10.50
DS: 0.00 IT: 0.00
03/26/02 Dpty Clerk

JED PITTMAN, PASCO COUNTY CLERK
03/26/02 01:51pm 1 of 2
OR BK 4898 PG 1719

THIRD AMENDMENT TO DECLARATION OF RESTRICTIONS AND COVENANTS FOR THE GROVES GOLF & COUNTRY CLUB

This Third Amendment is made this 23 day of March, 2002 by Florida Dream Communities, Inc., a Florida corporation (the "Declarant").

RECITALS:

A. The Declarant is the developer of that certain real property located in Pasco County, Florida more particularly described in Exhibit 1 attached to the Declaration of Restrictions And Covenants For The Groves Golf & Country Club that was recorded June 28, 2001 in O.R. Book 4652, pages 1333 through 1434, both inclusive; amended by First Amendment to Declaration of Restrictions and Covenants for The Groves Golf & Country Club that was recorded July 20, 2001 in O.R. Book 4671, pages 1553 through 1554; and amended by Second Amendment to Declaration of Restrictions and Covenants for The Groves Golf & Country Club that was recorded 3-26, 2002 in O.R. Book 4849, pages 1715 through 1719, both inclusive, Public Records of Pasco County, Florida (the "Declaration").

B. Section 5.1 of the Declaration grants the Declarant the right, in its sole discretion, to amend the Declaration and to subject additional lands to the covenants, conditions and restrictions contained in the Declaration prior to the Community Completion Date which has not occurred as of the date hereof.

C. Declarant desires to amend the Declaration so as to subject additional lands to the covenants, conditions and restrictions contained in the Declaration as hereinafter set forth.

NOW, THEREFORE, pursuant to the authority provided to the Declarant in Section 5.1 of the Declaration, Declarant states the following:

1. The above Recitals are true and correct and are incorporated herein.
2. The Declaration is amended so as to subject the following lands, in all respects, to the covenants, conditions and restrictions contained in the Declaration as fully as though such

annexed lands were described in the Declaration as a portion of The Groves Golf & Country Club:

Groves - Phase II - Club Villas, a subdivision, according to the map or plat thereof on file and recorded in Plat Book 43, pages 55 through 60, inclusive, in the Public Records of Pasco County, Florida.

3. That except as amended by this Third Amendment, the Declaration remains unchanged and in full force and effect.

FLORIDA DREAM COMMUNITIES, INC., a Florida corporation, Declarant

BY: Robert D. Brown
Robert D. Brown, President

Sandra Ross
Witness

SANDRA ROSS
(Type/Print Name of Witness)

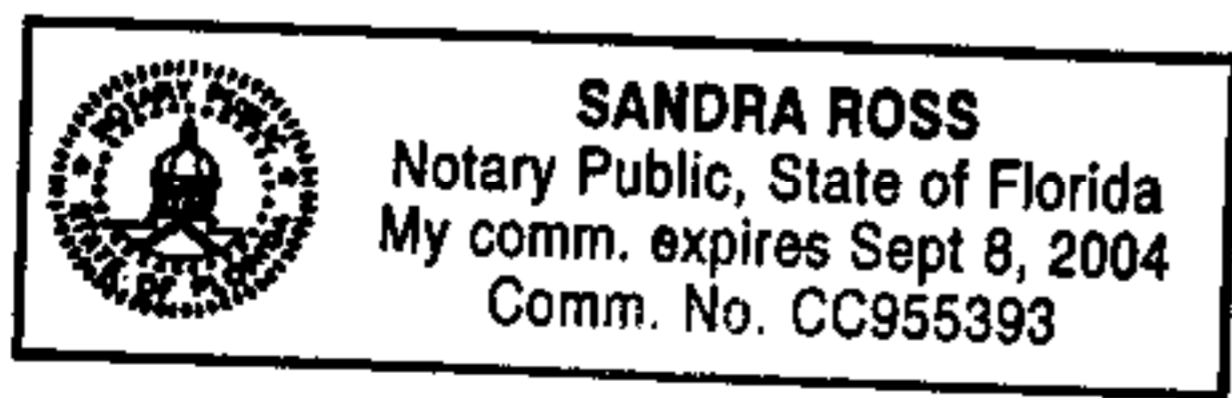
Bohdonna Blay
Witness

BOHDONNA BLAY
(Type/Print Name of Witness)

**STATE OF FLORIDA
COUNTY OF PASCO**

The foregoing instrument was acknowledged before me this 22nd day of March, 2002 by **Robert D. Brown, President of FLORIDA DREAM COMMUNITIES, INC., a Florida corporation, as Declarant**, on behalf of the corporation, who is personally known to me.

My Commission Expires: 9-8-04



Sandra Ross
Notary Public

SANDRA ROSS
(Type/Print Name of Notary)

Commission No. CC 955393