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Prepared by and return to:
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Naples, Florida 34103

SECOND AMENDMENT TO COVENANT FOR CLUB MEMBERSHIP AND CLUB CHARGES

This Second Amendment to Covenant for Club Membership and Club Charges ("Amendment") is made this 1st day of May, 2006, by Florida Development Partners, L.C., a Florida limited liability company d/b/a The Club at Grandezza (f/d/b/a/ The Club at Grand Oak) ("Club").

WHEREAS, on August 10, 2000, Club executed and recorded that certain Covenant for Club Membership and Club Charges which was recorded in O.R. Book 3325, Page 0285, as amended by that certain amendment recorded at O.R. Book 4229, Page 4471, all of the Public Records of Lee County, Florida (collectively, the "Covenant"), which Covenant encumbers the real property more particularly described therein; and

WHEREAS, pursuant to Section 4.2 of the Covenant, the Club has the right to amend the terms and conditions of the Covenant for Club Membership and Club Charges; and

WHEREAS, Club desires to execute this Amendment for the purpose of exempting additional property from the terms and conditions of the Covenant.

NOW, THEREFORE, Club hereby amends the Covenant as follows:

1. Recitals. The foregoing recitals are true and accurate and are incorporated herein by reference.

2. Amendment to Section 3.6.2. Section 3.6.2 of the Covenant for Club Membership and Club Charges is hereby amended and restated to read as follows:

"3.6.2 all property dedicated to and accepted by or acquired by any governmental authority or public utility."

3. Amendment to Section 3.6. The following is added to Section 3.6 as an additional Section.

"3.6.3 That certain real property set forth in Exhibit "A" which is attached hereto and incorporated herein by reference shall no longer be a

Exhibit "A"

Parcel 1:

A parcel of land located in Northeast One Quarter (NE 1/4) of Section 25, Township 46 South, Range 25 East and in the Northwest One Quarter (NW 1/4) of Section 30, Township 46 South, Range 26 East, Lee County, Florida, and being more particularly described as follows:

Tract 9, Grande Oak East, a subdivision and replat according to the plat thereof as recorded in Plat Book 77, Pages 26-38, Public Records of Lee County, Florida;

AND

Parcel 2:

A parcel of land located in Northeast One Quarter (NE 1/4) of Section 25, Township 46 South, Range 25 East and in the Northwest One Quarter (NW 1/4) of Section 30, Township 46 South, Range 26 East, Lee County, Florida, and being more particularly described as follows:

Tract FR-2, Grande Oak East, a subdivision and replat according to the plat thereof as recorded in Plat Book 77, Pages 26-38, Public Records of Lee County, Florida;

AND

Parcel 3:

The North 75' of Tract GC-1, Grande Oak, according to the plat thereof as recorded in Plat Book 67, Pages 15-36, a subdivision located in Sections 25 and 26, Township 46 South, Range 25 East, Public Records of Lee County, Florida.

AND

Parcel 4:

The North 75' of Tract C-4, Grande Oak, according to the plat thereof as recorded in Plat Book 67, Pages 15-36, a subdivision located in Section 25, Township 46 South, Range 25 East, Public Records of Lee County, Florida;

Exhibit "A"

Parcel 1:

A parcel of land located in Northeast One Quarter (NE 1/4) of Section 25, Township 46 South, Range 25 East and in the Northwest One Quarter (NW 1/4) of Section 30, Township 46 South, Range 26 East, Lee County, Florida, and being more particularly described as follows:

Tract 9, Grande Oak East, a subdivision and replat according to the plat thereof as recorded in Plat Book 77, Pages 26-38, Public Records of Lee County, Florida;

AND

Parcel 2:

A parcel of land located in Northeast One Quarter (NE 1/4) of Section 25, Township 46 South, Range 25 East and in the Northwest One Quarter (NW 1/4) of Section 30, Township 46 South, Range 26 East, Lee County, Florida, and being more particularly described as follows:

Tract FR-2, Grande Oak East, a subdivision and replat according to the plat thereof as recorded in Plat Book 77, Pages 26-38, Public Records of Lee County, Florida;

AND

Parcel 3:

The North 75' of Tract GC-1, Grande Oak, according to the plat thereof as recorded in Plat Book 67, Pages 15-36, a subdivision located in Sections 25 and 26, Township 46 South, Range 25 East, Public Records of Lee County, Florida.

AND

Parcel 4:

The North 75' of Tract C-4, Grande Oak, according to the plat thereof as recorded in Plat Book 67, Pages 15-36, a subdivision located in Section 25, Township 46 South, Range 25 East, Public Records of Lee County, Florida;