



INSTR # 2001203727
 OR BK 10896 PG 1445
 RECORDED 06/25/2001 12:58 PM
 RICHARD WEE CLERK OF COURT
 HILLSBOROUGH COUNTY
 DEPUTY CLERK S Williams

This instrument was prepared by
 (and after recording, return to)
 ✓ John S. Inglis, Esquire
 Shumaker, Loop & Kendrick, LLP
 101 E. Kennedy Boulevard, Suite 2800
 Tampa, Florida 33602

**SECOND AMENDMENT TO DECLARATION OF
 COVENANTS, CONDITIONS AND RESTRICTIONS
 FOR TAMPA PALMS AREA 3 OWNERS ASSOCIATION, INC.**

NEW TAMPA, INC., a Florida corporation, as Declarant under that certain Declaration of Covenants, Conditions and Restrictions for Tampa Palms Area 3 Owners Association, Inc., recorded on July 31, 1997 in Official Records Book 8657, page 1328 of the Public Records of Hillsborough County, Florida, as amended by that certain Amendment to Declaration of Covenants, Conditions and Restrictions for Tampa Palms Area 3 Owners Association, Inc., recorded on March 2, 2000 in Official Records Book 10073, page 554 of the Public Records of Hillsborough County, Florida (said Declaration, as amended, being referred to as the "Declaration"), does hereby further amend the Declaration as follows:

1. Pursuant to the authority granted to the Declarant in Article VIII, Section 1 of the Declaration, the Declarant amends the Declaration to include in the land described in Exhibit "A" to the Declaration, the following described land (the "Additional Property"), said Additional Property being part of the land described in Exhibit "B" to the Declaration:

Lot 1, TAMPA PALMS AREA 3 PARCEL 32, according to the plat recorded in Plat Book 88, Page 57, public records of Hillsborough County, Florida.

2. The Additional Property shall be in all respects subject to the Declaration

IN WITNESS WHEREOF, NEW TAMPA, INC., has caused this Second Amendment to be executed by its duly authorized officer as of the 18th day of June, 2001

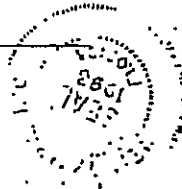
Witnesses

Print Name: Perry VanNest

Print Name: Diana Anspach

NEW TAMPA, INC., a Florida corporation

By:
 Warren Kinard, President
 6000 Compton Estates Way
 Tampa, Florida 33647



OR BK 10896 PG 1446

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 20th day of June, 2001, by Warren Kinster, the President of NEW TAMPA, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or did produce _____ as identification.

Sandra R. Spiess
NOTARY PUBLIC
Print Name: SANDRA R SPIESS
My Commission Expires: 12/06/2003

SANDRA L. SPIESS [notary seal]
Notary Public, State of Florida
My comm exp. Dec 6, 2003
Comm No. CC82267

JOINDER OF ENCLAVE AT TAMPA PALMS, LLC
TO SECOND AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR TAMPA PALMS AREA 1 OWNERS ASSOCIATION, INC.

ENCLAVE AT TAMPA PALMS, LLC, a Florida limited liability company, as fee simple title holder to the Additional Property described in the foregoing Second Amendment to Declaration, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, does hereby consent to and join in said Second Amendment, and does hereby acknowledge and agree, for itself and its successors and assigns, that said Additional Property shall be in all respects subject to said Declaration.

IN WITNESS WHEREOF, ENCLAVE AT TAMPA PALMS, LLC, has caused this Joinder to Second Amendment to Declaration to be executed by its duly authorized Managing Member as of the 18th day of June, 2001.

Witnesses:

[Signature]
Print Name: Berry VanArman
[Signature]
Print Name: Sharon Anspach

ENCLAVE AT TAMPA PALMS, LLC, a Florida limited liability company

By: [Signature]
Warren Kinsler, Managing Member
6000 Compton Estates Way
Tampa, Florida 33647

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 20th day of June, 2001, by Warren Kinsler, the Managing Member of ENCLAVE AT TAMPA PALMS, LLC, a Florida limited liability company, on behalf of the company. He is personally known to me or did produce _____ as identification.

[Signature]
NOTARY PUBLIC
Print Name: SANDRA L SPIESS
My Commission Expires: 12/04/2003

SANDRA L SPIESS [notary seal]
Notary Public, State of Florida
My comm. exp. Dec 4, 2003
Notary No. CC602057

**JOINDER OF MORTGAGEE TO SECOND AMENDMENT
TO DECLARATION OF COVENANTS, CONDITIONS AND
RESTRICTIONS FOR TAMPA PALMS AREA 1 OWNERS ASSOCIATION, INC.**


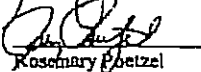
THE NORTHWESTERN MUTUAL LIFE INSURANCE COMPANY (the "Mortgagee"), the current holder of that certain Amended and Restated Mortgage (the "Mortgage"), executed by Enclave at Tampa Palms, LLC, a Florida limited liability company, recorded on June 26, 2001 in Official Records Book 10896, page 1409, which Mortgage amends and restates that certain Mortgage executed by Enclave at Tampa Palms, LLC to AmSouth Bank, recorded on November 23, 1999 in Official Records Book 9934, page 1127, as assigned from AmSouth Bank to Mortgagee by Assignment recorded on June 26, 2001 in Official Records Book 1116, page 1402, all of the Public Records of Hillsborough County, Florida, and which Mortgage encumbers the property more fully described thereon (the "Mortgaged Property"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, does hereby, to the extent of its interest in the Mortgaged Property, consent to and join in the foregoing Second Amendment to Declaration and does hereby, for itself and its successors and assigns, subordinate the lien and security interest of the Mortgage to all of the terms, provisions, covenants, conditions and restrictions of said Declaration

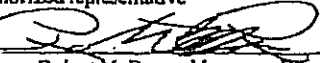
IN WITNESS WHEREOF, the Mortgagee has caused this Joinder of Mortgagee to Second Amendment to Declaration to be executed by its duly authorized officer as of the 20th day of June, 2001

THE NORTHWESTERN MUTUAL LIFE
INSURANCE COMPANY, a Wisconsin
corporation

Witnesses

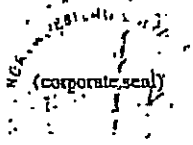
By Northwestern Investment Management
Company, LLC, a Delaware limited liability
company, its wholly owned affiliate and
authorized representative


Janet M. Szykalski

Rosemary Boetzel

By 
Robert M. Ruess, Managing Director

By 
Richard A. Schnell, Assistant Secretary

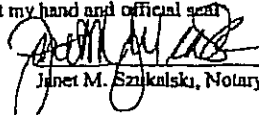
CM


(corporate seal)

STATE OF WISCONSIN)
)ss
COUNTY OF MILWAUKEE)

Be it known, that on this 20th day of June, 2001, before me, a Notary Public, in and for said County and State, personally came Robert M Ruess, Managing Director, and Richard A. Schnell, Assistant Secretary of Northwestern Investment Management Company, LLC, a Delaware limited liability company, on behalf of THE NORTHWESTERN MUTUAL LIFE INSURANCE COMPANY, a Wisconsin corporation, to me personally known to be the persons who executed the foregoing instrument, and acknowledged that they executed the same freely and voluntarily for the uses and purposes mentioned in it and as the free act and deed of the said Company, and that the corporate seal of the said Company was thereto affixed by its authority.

IN WITNESS WHEREOF I hereunto set my hand and official seal



Janet M. Szukalski, Notary Public
Milwaukee County
My Commission Expires: May 11, 2004

JANET M SZUKALSKI
NOTARY PUBLIC
STATE OF WISCONSIN