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**FIRST AMENDMENT TO THE DECLARATION OF COVENANTS
AND RESTRICTIONS FOR DEEANN LAKEFRONT ESTATES**

THIS FIRST AMENDMENT to Declaration of Covenants and Restrictions for Deeann Lakefront Estates, made and entered into this 2 day of April 2004, by Deeann Lakefront Estate Homeowners Association, Inc., a Florida corporation (hereinafter "Association").

WITNESSETH:

WHEREAS, the Declaration of Covenants and Restrictions For DeeAnn Lakefront Estates was dated 12th day of December 1989 and recorded at O.R. Book 1090 , Page 0017, Public Records of Highlands County, Florida;

WHEREAS, pursuant to Article XIV, Paragraph 2 of the Declaration, the Declaration may be amended only by consent of 75% of the unit owners.

WHEREAS, at least 75% of the unit owners consented to the following amendment, said consent being attached hereto.

NOW T HEREFOR E, in consideration of the foregoing, the Association hereby amends said Declaration of Covenants and Restrictions as follows:

1. ARTICLE XI - INSURANCE, paragraph 1A. is hereby amended to read:
 - A. The coverages will EXCLUDE the following:
 - (i) Foundation and Excavation Costs.
 - (ii) Any increase in value of a Unit as a result of special improvements, alterations and betterments not common to comparable Units.
 - (iii) All floor, wall, and ceiling coverings, electrical fixtures, appliances, air conditioner or heating equipment, water heaters, water filters, built-in cabinets and countertops, and window treatments, including curtains, drapes, blinds, hardware, and similar window treatment components, or replacements of any of the foregoing which are located within the boundaries of a unit and serve only one unit and all air conditioning compressors that service only an individual unit, whether or not located within the unit boundaries.

Prepared by/Return to:
Kimberly L. Sapp, Esquire
401 Dal Hall Boulevard
Lake Placid, Florida 33852

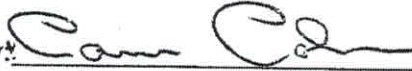


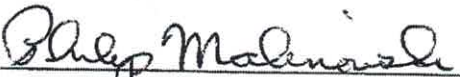


2. In all other respects said Declaration is hereby ratified and confirmed.

IN WITNESS WHEREOF, the undersigned DeeAnn Lakefront Estates Homeowners Association, Inc., has executed this Amendment to the Declaration of Covenants and Restrictions of DeeAnn Lakefront Estates this 5 day of April 2004.

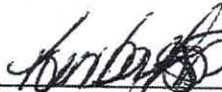
DEEANN LAKEFRONT ESTATES
HOMEOWNERS ASSOCIATION, INC.

By: 
Printed Name: Carmen Colvin
As its: PRESIDENT

Attest: 
Secretary
Printed Name: PHILIP MALINOWSKI

STATE OF FLORIDA
COUNTY OF HIGHLANDS

Before me, the undersigned authority, personally appeared Carmen Colvin and Philip Malinowski as President, and Secretary, as Secretary of DEEANN LAKEFRONT ESTATES HOMEOWNERS ASSOCIATION, INC., who are personally known to me or who presented FL Drivers License as identification.


Notary Public