

5 MIN. RETURN
PHONE # 704.316.5

**ANNEXATION, AMENDMENT AND SUPPLEMENT TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
OF GENTLE WOODS PHASE I**

THIS ANNEXATION, AMENDMENT AND SUPPLEMENT TO DECLARATION (the "Amendment") made as of this 6 day of November, 2003, by M.L. PROPERTIES, L.L.C., an Illinois limited liability company (hereinafter referred to as the "Declarant").

RECITALS:

A. M.L. PROPERTIES, L.L.C., executed and caused to be recorded that certain Declaration of Covenants, Conditions and Restrictions of GENTLE WOODS PHASE I, being dated August 22, 2003, and recorded in Official Records Book 11348, page 968, of the current public records of Duval County, Florida (the "Declaration").

B. Pursuant to Section 7.9 of the Declaration, Declarant now desires to annex the following described land to be a part of "Property," as that term is defined in the Declaration:

GENTLE WOODS PHASE 2, in accordance with the plat thereof as recorded in Plat Book 56, pages 49, 49A, 49B and 49C, of the current public records of Duval County, Florida, as more particularly described in Exhibit "A" attached hereto (the "Additional Property").

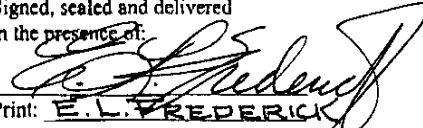
C. BankAtlantic is the owner and holder of a mortgage or mortgages encumbering all or a part of the Additional Property.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the undersigned amends the Declaration as follows:

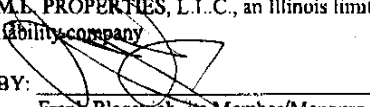
1. The Additional Property, which is the subject of this Amendment, constitutes additional property which is hereby annexed to and shall hereafter be a part of the "Property," as that term is described in the Declaration.
2. Except as modified herein, the original Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, the Declarant has caused the foregoing Declaration to be executed and, as to Declarant, by its duly authorized officer on the date set forth above.

Signed, sealed and delivered in the presence of:


Print: E.L. FREDERICK

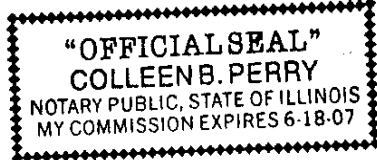
M.L. PROPERTIES, L.L.C., an Illinois limited liability company

BY: 
Frank Blazevich, its Member/Manager

Nicole Hawkins
Print: Nicole Hawkins

STATE OF ILLINOIS
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 6 day of November, 2003, by Frank Blazevich, Member/Manager of M.L. PROPERTIES, L.L.C., an Illinois limited liability company, on behalf of the company. He is personally known to me or produced _____ as identification.



Colleen B Perry
Notary Public

My commission expires:

Exhibit A

THAT CERTAIN PIECE, PARCEL OR TRACT OF LAND LYING IN AND BEING A PORTION OF THE SOUTHWEST 1/4 OF THE NORTHEAST 1/4 OF SECTION 24, TOWNSHIP 3 SOUTH, RANGE 25 EAST, DUVAL COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHWEST CORNER OF SAID SECTION 24; THENCE ON THE NORTH LINE THEREOF RUN NORTH 88 DEGREES 50 MINUTES 49 SECONDS EAST, A DISTANCE OF 659.90 FEET TO THE EASTERLY LIMITED ACCESS RIGHT-OF-WAY LINE OF INTERSTATE HIGHWAY NO. I-295. (STATE ROAD NO. 9-A, ACCORDING TO FLORIDA DEPARTMENT OF TRANSPORTATION RIGHT-OF-WAY MAP SECTION NO. 72001-2405 A 300.0 FOOT LIMITED ACCESS RIGHT OF WAY AS ESTABLISHED); THENCE ON LAST SAID LINE RUN THE FOLLOWING TWO (2) COURSES: 1) SOUTH 00 DEGREES 17 MINUTES 40 SECONDS WEST, A DISTANCE OF 2,290.54 FEET; 2) SOUTHERLY ALONG THE ARC OF A CURVE CONCAVE EASTERLY AND HAVING A RADIUS OF 11,309.16 FEET, THROUGH A CENTRAL ANGLE OF 01 DEGREES 20 MINUTES 23 SECONDS, A DISTANCE OF 264.44 FEET TO A POINT LYING ON THE NORTHERLY RIGHT OF WAY LINE OF MORSE AVENUE (A VARIABLE WIDTH RIGHT OF WAY). SAID CURVE BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 00 DEGREES 22 MINUTES 29 SECONDS EAST, 264.44 FEET; THENCE RUN THE FOLLOWING FOUR (4) COURSES ON LAST SAID LINE; 1) SOUTH 86 DEGREES 37 MINUTES 26 SECONDS EAST, A DISTANCE OF 802.24 FEET; 2) SOUTH 00 DEGREES 46 MINUTES 13 SECONDS EAST, A DISTANCE OF 17.00 FEET; 3) NORTH 89 DEGREES 12 MINUTES 25 SECONDS EAST, A DISTANCE OF 855.83 FEET; 4) NORTH 89 DEGREES 49 MINUTES 35 SECONDS, A DISTANCE OF 1842.13 FEET TO THE EASTERLY LINE OF THE SOUTHWEST 1/4 OF THE NORTHEAST 1/4 OF SECTION 24; THENCE ON LAST SAID LINE RUN NORTH 00 DEGREES 01 MINUTES 06 SECONDS EAST, A DISTANCE OF 284.43 FEET TO THE POINT OF BEGINNING; THENCE NORTH 89 DEGREES 58 MINUTES 43 SECONDS WEST A DISTANCE OF 824.46 FEET TO POINT OF CURVATURE OF A CURVE CONCAVE NORTHEASTERLY AND HAVING A RADIUS OF 60 FEET; THENCE NORTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 90 DEGREES 00 MINUTES 00 SECONDS, A DISTANCE OF 94.25 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 44 DEGREES 58 MINUTES 43 SECONDS WEST, 84.85 FEET; THENCE NORTH 00 DEGREES 01 MINUTES 17 SECONDS EAST A DISTANCE OF 580.00 FEET TO THE SOUTHERLY RIGHT OF WAY LINE OF GENTLE OAKS DRIVE NORTH (A 50.00 FOOT RIGHT OF WAY AS ESTABLISHED); THENCE ON LAST SAID LINE RUN SOUTH 69 DEGREES 58 MINUTES 43 SECONDS EAST, A DISTANCE OF 215.00 FEET; THENCE NORTH 21 DEGREES 33 MINUTES 14 SECONDS EAST, A DISTANCE OF 53.75 FEET TO THE NORTHERLY RIGHT OF WAY LINE OF SAID GENTLE OAKS DRIVE NORTH; THENCE NORTH 00 DEGREES 01 MINUTES 17 EAST, A DISTANCE OF 100.00 FEET; THENCE SOUTH 89 DEGREES 58 MINUTES 43 SECONDS EAST, A DISTANCE OF 649.69 FEET TO THE EASTERLY LINE OF THE SOUTHWEST 1/4 OF THE NORTHEAST 1/4 OF SECTION 24; THENCE ON LAST SAID LINE RUN SOUTH 00 DEGREES 01 MINUTES 06 SECONDS WEST, A DISTANCE OF 770.00 FEET TO THE POINT OF BEGINNING.

MORTGAGEE CONSENT

The undersigned, BANKATLANTIC, the holder of a mortgage or mortgages encumbering all of the property in GENTLE WOODS PHASE 2, according to the plat thereof as recorded in Plat Book 56, pages 49, 49A, 49B and 49C, of the current public records of Duval County, Florida, joins in the execution of the Annexation, Amendment and Supplement to Declaration of Covenants, Conditions and Restrictions of Gentle Woods Phase I (the "Annexation") for the purpose of consenting to the Annexation.

DATED this 12th day of November, 2003.

Signed, sealed and delivered
in the presence of:

Kay W. Hendrixson
Print: Kay Hendrixson

Michael Brown
Print: MICHAEL BROWN

BANKATLANTIC

BY: Michael P. Blevins
Michael P. Blevins
Its Senior Vice President

STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was sworn to, subscribed and acknowledged before me by Michael P. Blevins, as Senior Vice President of BANKATLANTIC, on its behalf. He is personally known to me or produced _____ as identification.

Kay W. Hendrixson
Notary Public, State of Florida

My commission expires 11/13/2006
KAY B. HENDRIXSON
MY COMMISSION # DD 089493
EXPIRES: February 25, 2006
Bonded Thru Notary Public Underwriters

Doc# 2003371697
Book: 11471
Pages: 732 - 734
Filed & Recorded
11/13/2003 10:02:15 AM
JIM FULLER
CLERK, CIRCUIT COURT
DUVAL COUNTY
RECORDING \$ 13.00
TRUST FUND \$ 2.00