

This Instrument Prepared By:
Katherine G. Jones
Upchurch, Bailey and Upchurch, P.A.
Post Office Drawer 3007
St. Augustine, Florida 32085-3007
FN. 6-99-227

**FIRST AMENDMENT
TO DECLARATION OF COVENANTS AND RESTRICTIONS
FOR SOUTHWOOD**

THIS FIRST AMENDMENT to Declaration of Covenants and Restrictions for Southwood
is made this 21 day of July, 2000, by Modern Properties of St. Augustine, Inc. ("Declarant").

RECITALS:

A. Declarant is the Declarant under the Declaration of Covenants and Restrictions for Southwood recorded in Official Records Book 1276, Pages 976 through 1011, public records of St. Johns County, Florida (the "Declaration").

B. Pursuant to the provisions of Article IX, Section 9.1, the Declarant desires to annex and subject certain additional contiguous real property to the Declaration.

NOW, THEREFORE, in consideration of the promises and other good and valuable considerations, the Declarant hereby supplements the Declaration as follows:


1. The following contiguous real property described on Exhibit A, attached hereto, being a portion of the real property described in Exhibit B to the Declaration (the "Additional Property") is hereby subjected to the terms and conditions of the Declaration and shall be held, sold and conveyed, subject to the easements, covenants, terms, conditions and restrictions of the Declaration, all of which are for the purpose of protecting the value and desirability of the Additional Property, and which shall be covenants and restrictions to run with the Additional Property and binding on all parties having any right, title or interest in the Additional Property or any part thereof, their heirs, successors and assigns and shall inure to the benefit of each owner thereof.

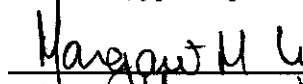
2. The owners of lots located within the Additional Property shall be Class A members of the Southwood Owners Association, Inc., (the "Association"), and be subject to all covenants, rules, regulations and by-laws of the Association in the same manner and to the same extent as the owners of lots in Southwood Phase IA.

3. Except as supplemented by this supplementary declaration, all terms and conditions of the Declaration are and shall remain in full force and effect.


IN WITNESS WHEREOF, the Declarant has executed this First Amendment to the Declaration on the date and year first above written.

Signed, sealed and delivered in the presence of:


Witness: Larry E. Taylor
(type or print name)

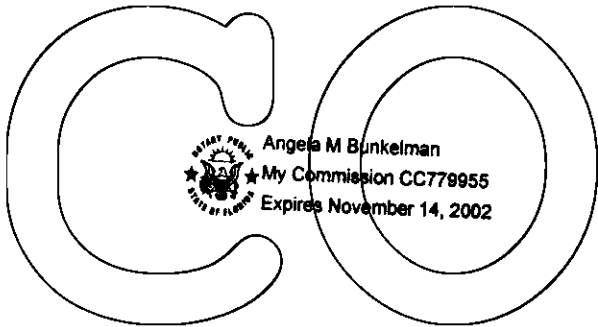

Witness: Margaret M. Kelly
(type or print name)

MODERN PROPERTIES OF ST.
AUGUSTINE, INC., a Florida corporation

By: 
Perry Robins
Its President
4475 Highway U.S. 1 South, Suite 601
St. Augustine, Florida 32086

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 21 day of July, 2000,
by Perry Robins, as President of Modern Properties of St. Augustine, Inc., a Florida corporation, on
behalf of the corporation, who () is personally known to me or () has produced _____
_____ as identification.



Angela M. Bunkelman
Notary Public
Angela M. Bunkelman
(Name of Notary Typed/Printed/Stamped)
My Commission Expires: Nov. 14, 2002
My Commission Number: CC779955

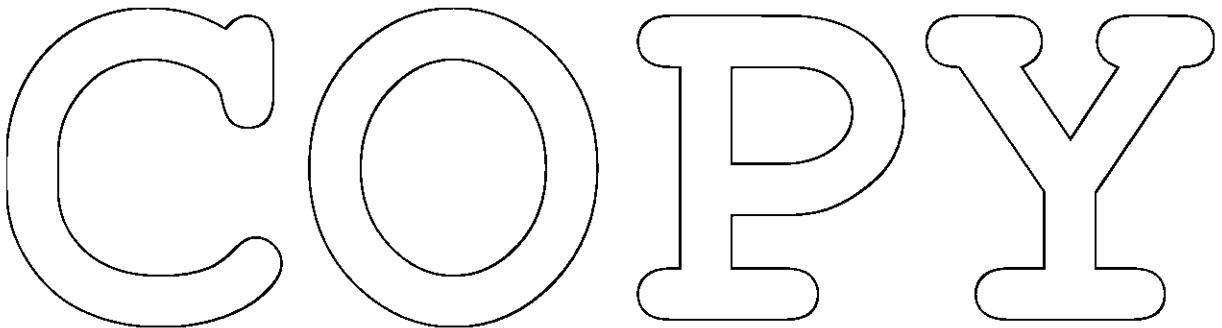
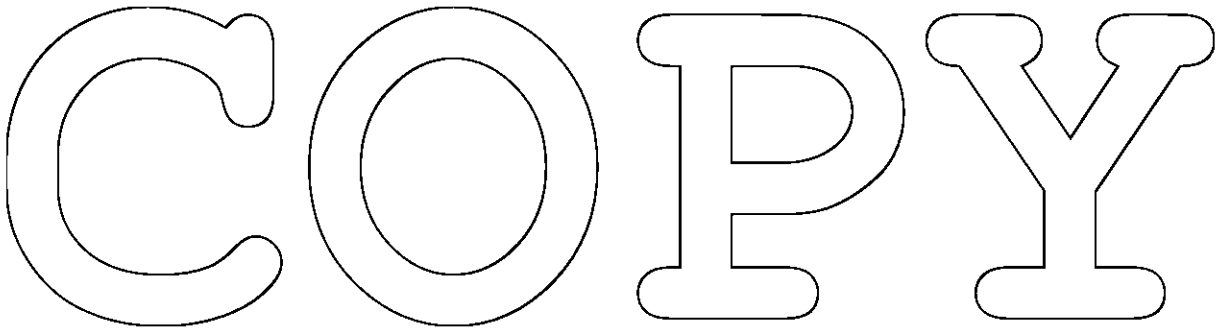


EXHIBIT A

OR1514P60198

SOUTHWOOD PUD
PHASE 1B

LEGAL DESCRIPTION

A PORTION OF SECTION 18, TOWNSHIP 8 SOUTH, RANGE 30 EAST, ST. JOHNS COUNTY, FLORIDA, BEING MORE FULLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT THE SOUTHEAST CORNER OF LOT 24, SOUTHWOOD P.U.D., PHASE 1A, UNIT 1, AS RECORDED IN MAP BOOK 33, PAGES 8 - 13, OF THE PUBLIC RECORDS OF ST. JOHNS COUNTY, FLORIDA. ALSO BEING THE POINT OF BEGINNING; THENCE N 81°32'27" E, 118.84' TO A POINT LYING ON A CURVE BEING CONCAVE TO THE EAST, HAVING A RADIUS OF 270.00', DELTA OF 02°21'16" AND ARC LENGTH OF 11.10'; THENCE S 28°37'53" E, ALONG THE CHORD OF SAID CURVE, 11.09' TO THE POINT OF REVERSE CURVE OF A CURVE BEING CONCAVE TO THE WEST, HAVING A RADIUS OF 315.00', DELTA OF 13°42'01" AND ARC LENGTH OF 75.32'; THENCE S 22°57'30" E, ALONG THE CHORD OF SAID CURVE, 75.14'; THENCE N 71°41'51" E, 40.03' TO A POINT ON CURVE BEING CONCAVE TO THE WEST, HAVING A RADIUS OF 355.00', DELTA OF 07°59'18" AND ARC LENGTH OF 49.50'; THENCE S 12°21'41" E, ALONG THE CHORD OF SAID CURVE, 49.46' TO THE POINT OF REVERSE CURVE OF A CURVE BEING CONCAVE TO THE EAST, HAVING A RADIUS OF 20.00', DELTA OF 71°47'14" AND ARC LENGTH OF 25.86'; THENCE S 44°15'38" E, ALONG THE CHORD OF SAID CURVE 23.45'; THENCE S 80°09'15" E, 16.94'; THENCE S 09°50'45" W, 40.00'; THENCE S 80°09'15" E, 64.51'; THENCE S 09°50'45" W, 102.52'; THENCE S 82°57'27" E, 9.33'; THENCE S 09°50'45" W, 10.00'; THENCE S 88°14'00" E, 85.85'; THENCE S 78°11'38" E, 78.26'; THENCE S 48°52'30" E, 61.89'; THENCE S 07°34'21" E 61.07'; THENCE S 01°38'48" E, 523.76'; THENCE S 35°24'27" E, 23.27'; THENCE S 10°32'54" E, 100.04'; THENCE S 44°55'38" W, 28.44'; THENCE S 72°49'58" W, 46.08' TO A POINT ON A CURVE BEING CONCAVE TO THE NORTH, HAVING A RADIUS OF 80.00'; DELTA OF 21°02'08" AND ARC LENGTH OF 29.37'; THENCE N 62°57'41" W, ALONG THE CHORD OF SAID CURVE, 29.21'; THENCE N 52°26'37" W, 29.32'; THENCE N 02°48'15" E, 87.68'; THENCE N 36°02'07" E, 8.84'; THENCE N 71°49'21" W, 99.65' TO A POINT ON A CURVE BEING CONCAVE TO THE WEST, HAVING A RADIUS OF 320.00', DELTA OF 00°54'33" AND ARC LENGTH OF 5.08'; THENCE S 18°37'56" W, ALONG THE CHORD OF SAID CURVE, 5.08'; THENCE S 19°05'12" W, 34.11' TO THE POINT OF CURVATURE OF A CURVE BEING CONCAVE TO THE EAST, HAVING A RADIUS OF 20.00', DELTA OF 80°36'17" AND ARC LENGTH OF 28.14'; THENCE S 21°12'57" E, ALONG THE CHORD OF SAID CURVE, 25.87' TO THE POINT OF REVERSE CURVE BEING CONCAVE TO THE SOUTH, HAVING A RADIUS OF 220.00', DELTA OF 09°04'28" AND ARC LENGTH OF 34.84'; THENCE S 56°58'51" E, ALONG THE CHORD OF SAID CURVE, 34.81'; THENCE S 37°33'23" W, 40.00' TO A POINT ON A CURVE BEING CONCAVE TO THE SOUTH, HAVING A RADIUS OF 180.00'; DELTA OF 34°59'50" AND ARC LENGTH OF 109.95'; THENCE N 69°56'33" W, ALONG THE CHORD OF SAID CURVE, 108.25'; THENCE S 02°33'32" W, 107.51'; THENCE S 70°37'35" E, 43.33'; THENCE S 07°48'48" W, 56.81'; THENCE S 77°16'38" W, 34.80'; THENCE S 12°23'20" W, 26.55'; THENCE S 64°59'57" W, 34.68'; THENCE S 32°54'12" E, 22.84'; THENCE S 84°43'31" E, 17.70'; THENCE S 21°13'51" E, 52.04'; THENCE S 70°15'05" W, 6.58'; THENCE S 40°52'43" W, 24.09'; THENCE S 56°20'23" W, 76.60'; THENCE S 33°39'37" E, 66.01' TO THE POINT OF CURVATURE OF A CURVE BEING CONCAVE TO THE NORTH HAVING A RADIUS OF 630.00', DELTA 35°54'46" AND ARC LENGTH OF 394.88'; THENCE S 51°57'00" W, ALONG THE CHORD OF SAID CURVE, 388.45'; THENCE N 20°25'37" E, 80.00' TO A POINT LYING ON A CURVE BEING CONCAVE TO THE NORTH, HAVING A RADIUS OF 570.00', DELTA OF 10°00'03" AND ARCH LENGTH OF 99.49'; THENCE S 74°34'25" E, ALONG THE CHORD OF SAID CURVE, 89.37'; THENCE N 25°09'45" E, 329.81'; THENCE N 88°21'12" E, 25.00'; THENCE N 01°38'48" W, 2313.97'; THENCE S 51°38'09" E, 1173.16'; THENCE SOUTH 41°25'13" E, 254.17'; THENCE N 81°32'27" E, 17.07'; THENCE S 08°27'33" E, 80.00'; TO THE POINT OF BEGINNING.

SAID DESCRIBED PARCEL CONTAINS 27.58 ACRES MORE OR LESS.

COPY