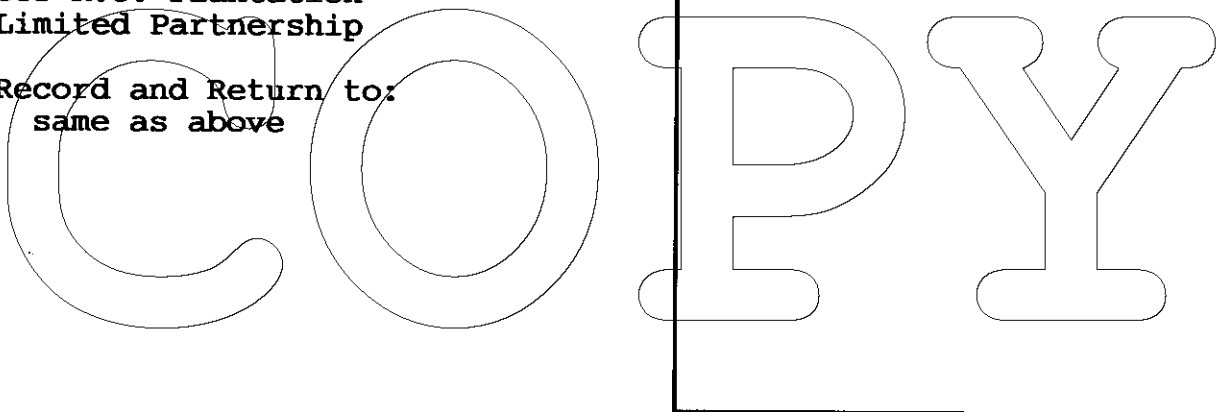


Prepared by and Return to:
Patsy A. Hite
Montgomery Land Company
9440 Phillips Highway, #9
Jacksonville, FL 32256
for R.O. Plantation
Limited Partnership

Record and Return to:
same as above



**SUPPLEMENTARY DECLARATION OF COVENANTS AND
RESTRICTIONS FOR RIVER OAKS PLANTATION
(RIVER OAKS PLANTATION UNIT THREE)**

This Supplementary Declaration is made this 7th day of February, 1997, by R. O. PLANTATION LIMITED PARTNERSHIP, a Florida limited partnership ("Developer").

RECITALS:

A. The Developer has executed the Declaration of Covenants and Restrictions for River Oaks Plantation, which is recorded in Official Records Volume 1041, at page 780, as amended by First Amendment to Declaration of Covenants and Restrictions for River Oaks Plantation recorded in Official Records Volume 1082 at page 502, and further amended by Supplementary Declaration off Covenants and Restrictions for River Oaks Plantation (River Oaks Plantation Unit Two), recorded in Official Records Volume 872, at page 872, all in the Public Records of St. Johns County, Florida (the "Declaration"), thereby submitting all of the real property described in the Declaration to the terms thereof;

B. The Developer is the owner of the real property described as River Oaks Plantation Unit Three, according to the plat thereof recorded in Map Book 31, pages 62 through 69, of the public records of St. Johns County, Florida (the "Property"), and the Developer desires to subject the Property to the terms, conditions and provisions contained in the Declaration, as provided for by Article XI, Section 1 of the Declaration; and

C. Article XI, Section 1 of the Declaration provides for the addition of property subject to the terms, conditions, and provisions of the Declaration by the execution and recordation of a supplementary declaration.

NOW THEREFORE, The Developer hereby declares that all of the Property and any portion thereof shall be held, transferred, sold, conveyed and occupied subject to all covenants, restrictions, easements, charges and liens, and all other matters set forth in the Declaration as the same may be amended from time to time, all of which is hereby incorporated by reference herein. All defined terms contained in the Supplementary Declaration shall have the same meanings as such terms are defined by the Declaration. To the extent of any inconsistency or ambiguity between the Declaration and this Supplementary Declaration, this Supplementary Declaration shall be controlling. This Supplementary Declaration shall become effective upon its recordation in the public records of St. Johns County, Florida.

Courtesy

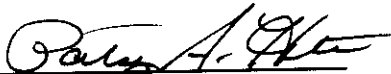
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Clerk# 97005125 O.R. 1222 PG 1209 02:41PM 02/13/1997
Recording \$9.00 Surcharge \$1.50

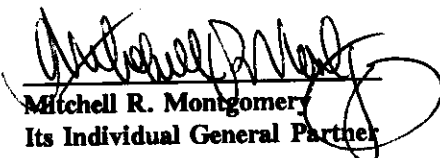
O.R. 1222 PG 1210

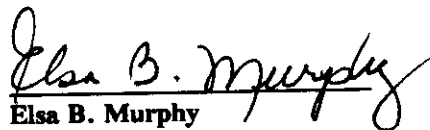
IN WITNESS WHEREOF, the Developer has caused this Supplementary Declaration of Covenants and Restrictions for River Oaks Plantation to be properly executed and recorded in the public records of St. Johns County, Florida.

Signed, sealed and delivered in the presence of:

R. O. PLANTATION LIMITED PARTNERSHIP,
a Florida Limited Partnership

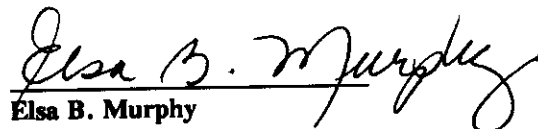

Patsy A. Hite

By: 
Mitchell R. Montgomery
Its Individual General Partner


Elsa B. Murphy

STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

The foregoing instrument was acknowledged before me this 7th day of February, 1997 by Mitchell R. Montgomery, the Individual General Partner of R. O. Plantation Limited Partnership. He is personally known to me and he did not take an oath.


Elsa B. Murphy

My Commission Expires:
ELSA B. MURPHY
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Feb. 9, 1998
Commission No. 00447292