

This instrument was prepared by:
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801 Laurel Oak Drive, Suite 500
Naples, FL 34108

4216473

**FIRST AMENDMENT TO
FIFTY SIXTH SUPPLEMENT TO
AMENDED AND RESTATED DECLARATION
AND GENERAL PROTECTIVE COVENANTS
FOR PELICAN LANDING**

DR2853 PG0100

THIS FIRST AMENDMENT TO FIFTY SIXTH SUPPLEMENT TO DECLARATION AND GENERAL PROTECTIVE COVENANTS FOR PELICAN LANDING is made effective this 15 day of July, 1997 by WCI COMMUNITIES LIMITED PARTNERSHIP, a Delaware limited partnership (the "Declarant").

WHEREAS, the Declarant has heretofore made, executed and recorded that certain Fifty Sixth Supplement dated the 27th day of March, 1997 and recorded in Official Records Book 2810, page 2000, Public Records of Lee County, Florida (the "56th Supplement").

WHEREAS, the 56th Supplement pertains to that certain Amended and Restated Declaration and General Protective Covenants for Pelican Landing recorded in Official Records Book 2198, page 1873, Public Records of Lee County, Florida (the "Pelican Landing Declaration"); and

WHEREAS, the intent of the 56th Supplement was to subject the lands described therein (the "Lands") to the provisions of the Pelican Landing Declaration and impose additional restrictions upon the Lands; and

NOW THEREFORE, in consideration of the foregoing, the Declarant hereby amends the 56th Supplement as follows:

1. Paragraph 1 on page 3 of the 56th Supplement is hereby deleted in its entirety and replaced by a paragraph which reads as follows:

The PROPERTY may be used only for a commercial project consisting of a maximum of four (4) buildings with up to a maximum total of Fifteen Thousand (15,000) square feet of office space and only in accordance with CPD ZONING. No structures shall be erected or placed in or on any lakes or water management areas in or adjacent to the PROPERTY without the prior written consent of the DECLARANT.

2. The reference to the Certificate of Authority/Power of Attorney on page 14 of the 56th Supplement is hereby deleted in its entirety and replaced with the following language:

10-50A

10 VERIFIED CHARLIE GREEN, CLERK
R. VERA

97 AUG -5 PM 4: 47

*Executed pursuant to authority granted in that certain Certificate of Authority/Power of Attorney recorded in O.R. Book 2749, page 1897, Public Records of Lee County, Florida.

3. Except as modified by this Amendment, the 56th Supplement remains in full force and effect and is hereby ratified and re-confirmed.

IN WITNESS WHEREOF, the Declarant does hereby execute this FIRST AMENDMENT TO FIFTY-SIXTH SUPPLEMENT TO AMENDED AND RESTATED DECLARATION AND GENERAL AND PROTECTIVE COVENANTS FOR PELICAN LANDING in its name by its undersigned authorized officer and affixes its corporate seal hereto this 15 day of July, 1997.

WITNESSES:

WCI COMMUNITIES LIMITED PARTNERSHIP
a Delaware limited partnership

[Signature]
Name: Robin Huffman

BY: [Signature]
Jerry H. Schmoyer
ITS: Senior Vice President*

[Signature]
Name: Stephen C. Pierce

*Executed pursuant to authority granted in that certain Certificate of Authority/Power of Attorney recorded in O.R. Book 2749, Page 1897, Public Records of Lee County, Florida.

STATE OF FLORIDA)

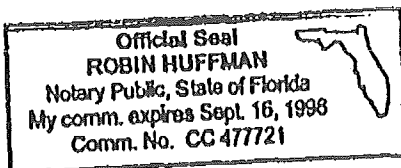
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 15 day of July, 1997 by Jerry H. Schmoyer, Senior Vice President of WCI Communities Limited Partnership, a Delaware limited partnership, on behalf of the limited partnership. He is personally known to me.

[Signature]
Notary Public, State of Florida

My Commission Expires:

Robin Huffman
Printed Name of Notary Public



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