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Instrument prepared by and after recording return to:

Steven M. Falk, Esq.
Roetzel & Andress,
A Legal Professional Association
850 Park Shore Drive
Third Floor
Naples, FL 34103

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1cc

OR2884 P61903

CERTIFICATE OF AMENDMENT TO DECLARATION AND
GENERAL PROTECTIVE COVENANTS FOR PELICAN LANDING

This Certificate is made this 29 day of October, 1997, by WCI Communities Limited Partnership as successor to Pelican Landing Communities, Inc., formerly known as Westinghouse Bayside Communities, Inc., (the "Declarant").

WHEREAS on November 17, 1988, the Declarant recorded a certain document entitled "Declaration and General Protective Covenants for Pelican's Nest" in O.R. Book 2030, page 663 et seq., Public Records of Lee County, Florida; and

WHEREAS the Document, as it was amended, was subsequently amended and restated in its entirety and was recorded on January 18, 1991 as the "Amended and Restated Declaration and General Protective Covenants for Pelican Landing" in O.R. Book 2198, page 1878 et seq., Public Records of Lee County, Florida (the "Declaration"); and

WHEREAS in Article 13 of the Declaration, the Declarant reserved the right to make amendments to the Declaration and its recorded exhibits by Declarant's sole act until determination of the Class "B" control period; and

WHEREAS the Class "B" control period has not been terminated; and the Declarant wishes to amend the Declaration.

NOW THEREFORE, the Declarant hereby amends the Declaration and the Amendment is adopted in the form attached hereto and made a part hereof as Exhibit "A".

REC'D CHARLIE GREEN, CLERK
R. VERA

IN WITNESS WHEREOF, the Declarant has caused this Certificate to be duly executed this 29 day of October, 1997.

OR2884 P8190

WITNESSES:

WCI COMMUNITIES LIMITED
PARTNERSHIP AS SUCCESSOR TO
PELICAN LANDING COMMUNITIES,
INC., FORMERLY KNOWN AS
WESTINGHOUSE BAYSIDE
COMMUNITIES, INC., (SEAL)

By: [Signature]
Name: Carly P. Becker

By: [Signature]
Jerry H. Schmoyer
Senior Vice President

By: [Signature]
Name: CARIN A. MELBY

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was executed before this 29th day of October, 1997, by Jerry H. Schmoyer, as Senior Vice President of WCI Communities Limited Partnership as successor to Pelican Landing Communities, Inc., formerly known as Westinghouse Bayside Communities, Inc. He is personally known to me and did not take an oath.



CARIN A. MELBY
COMMISSION # CC592379
EXPIRES DEC 08, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

By: [Signature]
Printed Name: _____
Notary Public

My commission expires _____

(seal)

EXHIBIT "A"
AMENDMENT TO AMENDED AND RESTATED DECLARATION AND GENERAL
PROTECTIVE COVENANTS FOR PELICAN LANDING

New language indicated by underlining.

The seventh paragraph of Article X, Section 1 is amended as follows:

Until termination of the Class "B" Control Period or until such earlier time as Declarant in its sole discretion shall determine, in lieu of paying Common Assessments on its unsold Units, Declarant shall be obligated for the difference between the total amount of Common Assessments levied on all Units and Business Properties subject to assessment and the amount of actual expenditures required to operate the Association during the fiscal year. If Declarant determines not to pay the difference between the amount of Common Assessments levied on all Units and Business Properties subject to assessment and the actual expenditures, then Declarant shall pay assessments as any other Member pays for Units and portions of the Business Properties it owns. This obligation may be satisfied in the form of a cash subsidy or by "in kind" contributions of services or materials, or a combination of these. Notwithstanding anything provided herein, Declarant shall not be responsible under any circumstances to fund any portion of reserve contributions. The phrase "subject to assessment" in this paragraph shall be interpreted by reference to the date of commencement of assessments for Units in Article X, Section 8. It is the intent hereof to confirm the original intent of the drafter of this paragraph.

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CHARLIE GREEN LEE CTY, FL
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