Prepared By & Return To:
VICTOR L. STOSIK, ESQ.
Courtelis Company
703 Waterford Way, Ste. 800
Miami, FL 33126

FIRST AMENDMENT TO DECLARATION OF EASEMENTS, RESTRICTIONS AND COVENANTS

THIS FIRST AMENDMENT TO DECLARATION OF EASEMENTS, RESTRICTIONS AND COVENANTS ("Amendment") is made and entered into as of the 20 day of ~~November~~ JANUARY, 2006, by and between LAKEWOOD ASSOCIATES, LTD., a Florida limited partnership ("Lakewood") and WAL-MART STORES EAST, LP, a Delaware partnership ("Wal-Mart").

WITNESSETH

WHEREAS, Lakewood and Wal-Mart entered into that certain Declaration of Easements, Restrictions and Covenants, dated September 10, 2003, and recorded September 23, 2003, under Clerk's File No. 103332379, in Official Records Book 36097, at Page 505, Broward County Public Records (the "Declaration") which subjected the properties owned by Lakewood and Wal-Mart to the terms, provisions, easements, restrictions and covenants set forth in the Declaration; and

WHEREAS, Lakewood and Wal-Mart have determined that the legal description for the property owned by Wal-Mart set forth in Exhibit "B" attached to the Declaration is incorrect; and

WHEREAS, Lakewood and Wal-Mart desire to amend the Declaration to correct the legal description for the Wal-Mart parcel.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein set forth, the Developer and Wal-Mart hereby agree as follows:

1. Except as otherwise set forth herein, all capitalized terms shall have the same meanings setforth in the Declaration.

2. The legal description of the Wal-Mart parcel attached to the Declaration as Exhibit "B" shall be, and hereby is, deleted in its entirety and rendered of no further force and effect, and in its place and stead thereof shall be the legal description attached hereto as Exhibit "A" and by this reference made a part hereof.

3. Except as modified or amended by this Amendment, the Declaration shall continue and remain in full force and effect, and is hereby ratify and confirmed.

4. In event of any conflict between the provisions of this Amendment and the provisions of the Declaration, the provisions of this Amendment shall govern and control.

IN WITNESS WHEREOF, Lakewood and Wal-Mart have executed this Amendment as of the date first written above.

LAKEWOOD ASSOCIATES, LTD., a Florida limited partnership

By: Newcaster Devcorp, Inc., a Florida corporation, its general partner

By: _____
Elias Vassilaros
Executive Vice President

_____
Name: George L. Myers, Jr.

_____
Name: VICTOR L. STOSIK

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Name: Barri Turgetske

Name: Timothy D Carr

WAL-MART STORES EAST, LP, a
Delaware limited partnership

By: WSE Management, LLC, a
Delaware limited liability company,
its general partner

By: _____
Frances Coberly, Director
Wal-Mart Realty Management

Approved as to legal terms only
by _____
WAL-MART LEGAL DEPT.
Date: 12/15/2005

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Elias Vassilaros, Executive Vice-President of Newcaster Devcorp, Inc., general partner of Lakewood Associates, Ltd., to me well known to be the person who executed the foregoing instrument, or who produced _____, and who acknowledged before me that he executed the same for the purposes set forth therein.

WITNESS my hand and official seal this 20 day of January, 2006

_____
Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
VICTOR L STOSIK
COMMISSION NUMBER
DD085573
MY COMMISSION EXPIRES
FEB. 3,2006
NOTARY PUBLIC STATE OF FLORIDA

STATE OF ARKANSAS)
) SS:
COUNTY OF BENTON)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Frances Coberly, Director, Wal-Mart Realty Management, of WSE Management, LLC, general partner of Wal-Mart Stores East, LP, to me well known to be the person who executed the foregoing instrument, or who produced _____, and who acknowledged before me that he executed the same for the purposes set forth therein.

WITNESS my hand and official seal this 20th day of December, 2005.

_____
Notary Public, State of Arkansas

My Commission Expires:

"NOTARY SEAL"
CAROL FUNK
State of Arkansas, Madison County
My Commission Expires 10/18/2015

CONSENT AND JOINDER

NATIONWIDE LIFE INSURANCE COMPANY, an Ohio corporation, as the owner and holder of that certain Mortgage and Security Agreement, dated March 2, 2004, and recorded March 4, 2004, under Clerk's File No. 103783391, in Official Records Book 37010, at Page 340, of the Public Records of Broward County, Florida, hereby joins in the execution of the foregoing First Amendment to Declaration of Easements, Restrictions and Covenants so as to indicate its consent thereto.

WITNESSES:

NATIONWIDE LIFE INSURANCE COMPANY, an Ohio corporation
One Nationwide Plaza
Columbus, Ohio 43215-2220

Name: Sarah Bennett

Name: Beth Callahan

By:

PETER A. LYNCH
OFFICER MORTGAGE LOAN ADMIN
REAL ESTATE INVESTMENTS

STATE OF OHIO)
) SS:
COUNTY OF FRANKLIN)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgments in the State and County aforesaid, personally appeared Peter A Lynch, as Officer MLA Nationwide Life Insurance Company, to me well known to be the person described in and who executed the foregoing Consent and Joinder, and acknowledged before me that acting under due corporate authority, he signed the same on behalf of the corporation.

WITNESS, my hand and official seal at Columbus, said County and State aforesaid, this 14th day of February, 2006.

Name:
Notary Public, State of Ohio

My Commission Expires:

NOTARIAL SEAL STATE OF OHIO

SARAH BOOR BENNETT
Notary Public, State of Ohio
My Commission Expires 08-12-06

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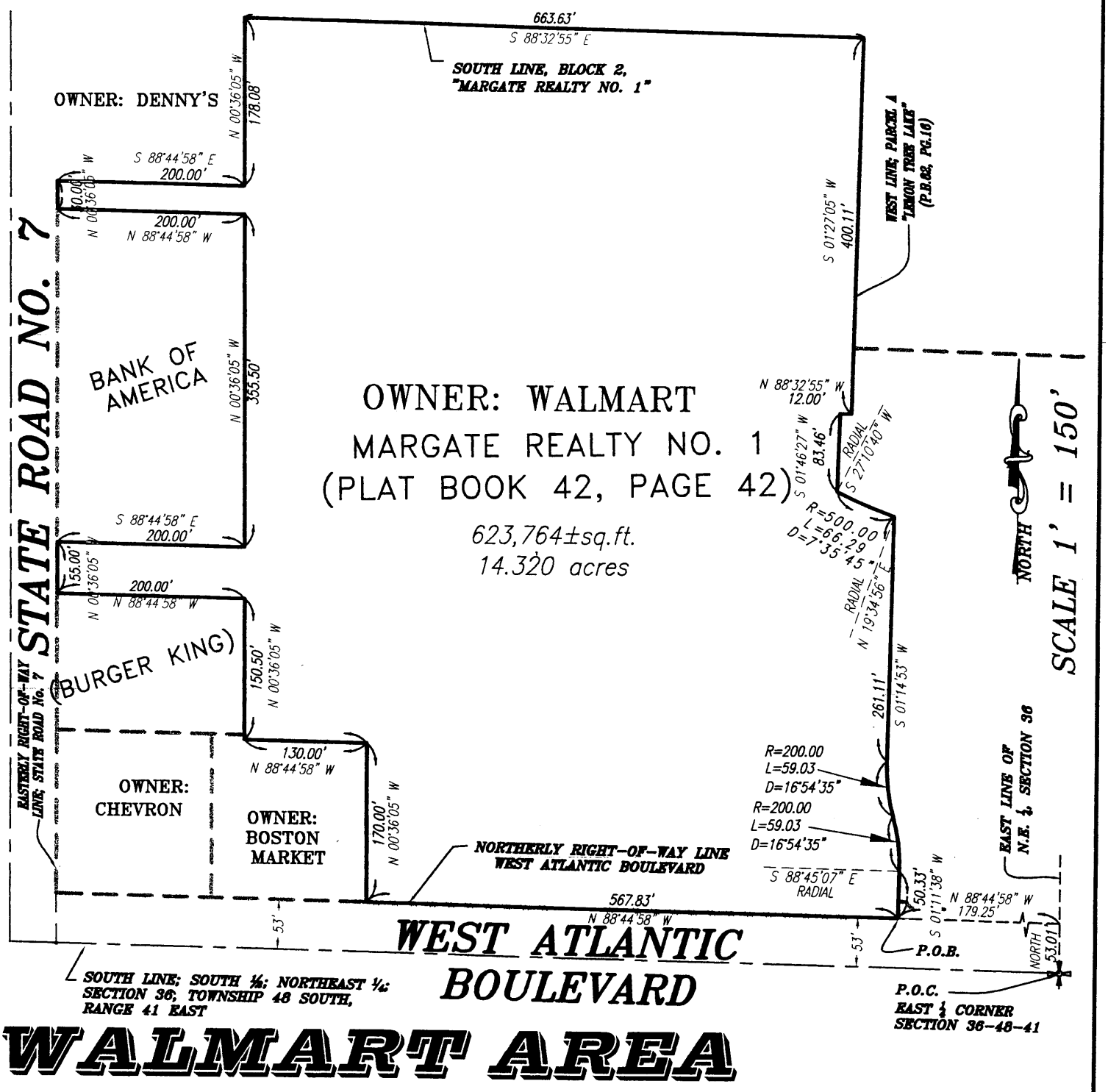
SKETCH TO ACCOMPANY LEGAL DESCRIPTION



WALMART AREA

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SHEET 1 OF 2

Schwebke-Shiskin & Associates, Inc.

LAND PLANNERS • ENGINEERS • LAND SURVEYORS (LB#87)

3240 CORPORATE WAY MIRAMAR, FLORIDA 33025 TEL. NO.(954)435-7010 FAX NO. (954)438-3288

ORDER NO. 19196

DATE: 10/05/05

EXHIBIT "A"

THIS IS NOT A "LAND SURVEY"

PREPARED UNDER MY SUPERVISION

Sec'y / Treasurer

ALFONSO C. TELLO, P.L.S. #2978(STATE OF FLORIDA)

LEGAL DESCRIPTION
WALMART PARCEL IN LAKEWOOD MALL

A portion of Section 36, Township 48 South, Range 41 East, being a portion of "MARGATE REALTY NO. 1", according to the plat thereof as recorded in Plat Book 42, Page 42, TOGETHER WITH: A portion of Tract "A", "LAKEWOOD COMMERCIAL", according to the plat thereof as recorded in Plat Book 120, Page 27, both of the Public Records of Broward County, Florida, all being more particularly described as follows:

Commence at the East 1/4 corner of said Section 36; thence North, along the East line of said Section, for 53.01 feet; thence North 88 degrees 44 minutes 58 seconds West, parallel with and 53.00 feet North of the South line of the Northeast 1/4 of said Section 36, for 179.25 feet to the Point of Beginning; thence continue North 88 degrees 44 minutes 58 seconds West, along the Northerly Right of Way line of West Atlantic Boulevard, for 567.83 feet; thence North 00 degrees 36 minutes 05 seconds West for 170.00 feet; thence North 88 degrees 44 minutes 58 seconds West for 130.00 feet; thence North 00 degrees 36 minutes 05 seconds West for 150.50 feet; thence North 88 degrees 44 minutes 58 seconds West for 200.00 feet; thence North 00 degrees 36 minutes 05 seconds West, along the Easterly Right of Way line of State Road No. 7, for 55.00 feet; thence South 88 degrees 44 minutes 58 seconds East for 200.00 feet; thence North 00 degrees 36 minutes 05 seconds West for 355.50 feet; thence North 88 degrees 44 minutes 58 seconds West for 200.00 feet; thence North 00 degrees 36 minutes 05 seconds West, along said Easterly Right of Way line of State Road No. 7, for 30.00 feet; thence South 88 degrees 44 minutes 58 seconds East for 200.00 feet; thence North 00 degrees 36 minutes 05 seconds West for 178.08 feet; thence South 88 degrees 32 minutes 55 seconds East, along the Southerly line of Block 2 of said plat of "MARGATE REALTY NO. 1", for 663.63 feet; thence South 01 degree 27 minutes 05 seconds West, along the West line of Parcel "A" as shown on the plat of "LEMON TREE LAKE", as recorded in Plat Book 82, Page 16 of the Public Records of Broward County, Florida and its Southerly prolongation, for 400.11 feet; thence North 88 degrees 32 minutes 55 seconds West for 12.00 feet; thence South 01 degree 46 minutes 27 seconds West for 83.46 feet to a Point of Intersection with a non tangent curve that bears South 27 degrees 10 minutes 41 seconds West from the radius point; thence Southeasterly, along a circular curve to the left having a radius of 500.00 feet and a central angle of 7 degrees 35 minutes 45 seconds for an arc distance of 66.29 feet to a intersection with a non tangent line; thence South 01 degrees 14 minutes 53 seconds West for 261.11 feet to a Point of Curvature; thence Southerly along a circular curve to the left having a radius of 200.00 feet and a central angle of 16 degrees 54 minutes 35 seconds for an arc distance of 59.03 feet to a Point of Reverse Curvature; thence Southerly along a circular curve to the right having a radius of 200.00 feet and a central angle of 16 degrees 54 minutes 35 seconds for an arc distance of 59.03 feet to an intersection with a non tangent line; thence South 01 degree 11 minutes 38 seconds West for 50.33 feet to the Point of Beginning.

The bearings mentioned hereinbefore are based upon an assumed "North" along the East line of said Section 36.

LEGEND:

——℄——	DENOTES CENTER LINE
————	DENOTES PROPERTY LINE
P.O.B.	DENOTES POINT OF BEGINNING
P.O.C.	DENOTES POINT OF COMMENCEMENT
P.O.T.	DENOTES POINT OF TERMINUS

K:\364841\Lakewood Phase3\SURVEY\dwg\Lakewood Phase 2 & 3(LATEST-1).dwg

SHEET 2 OF 2

Schwebke-Shiskin & Associates, Inc.
LAND PLANNERS • ENGINEERS • LAND SURVEYORS (LB#87)
3240 CORPORATE WAY MIRAMAR, FLORIDA 33025 TEL. NO.(954)435-7010 FAX NO. (954)438-3288

ORDER NO. 191969

DATE: 10/05/05

THIS IS NOT A "LAND SURVEY"

PREPARED UNDER MY SUPERVISION

Sec'y / Treasurer

ALFONSO C. TELLO, P.L.S. #2978(STATE OF FLORIDA)