

**AMENDMENT TO
THE AMENDED AND RESTATED DECLARATION OF CONDOMINIUM OF
THE WINDSTAR CONDOMINIUM, SECTION ONE
FOR PHASE 2**

WHEREAS, the original Developer, Windstar Development Company, a Florida corporation ("Windstar"), filed the Declaration of Condominium of The Windstar Condominium, Section One, recorded in Official Records Book 1075, Page 756, et seq., Public Records of Collier County, Florida ("the Declaration"); and

WHEREAS, The Windstar Condominium Section One Association, Inc., a Florida not-for-profit corporation ("the Association"), filed an Amended and Restated Declaration of Condominium of The Windstar Condominium, Section One, recorded in Official Records Book 1925, Page 808, et seq., Public Records of Collier County, Florida ("the Amended Declaration"); and

WHEREAS, Transeastern Properties, Inc., a Florida corporation ("Successor Developer"), is the Successor Developer for The Windstar Condominium, Section One;

WHEREAS, the Successor Developer desires to add Phase 2 to condominium ownership pursuant to the plan of phasing of The Windstar Condominium, Section One;

NOW, THEREFORE, pursuant to Section 21.3 of the Amended and Restated Declaration of Condominium, the Successor Developer, as the owner of the property described and shown on the plot plan, survey and graphic description attached hereto and made a part hereof as Exhibit "B" (the "Property"), hereby submits the property, upon recordation of this Amendment, to condominium ownership under the Declaration.

Because of the addition of Phase 2, the undivided share in the common elements appurtenant to each unit in the condominium, and the percentage share of each unit in the common elements, common expenses and common surplus in the Condominium, is 1/30th.

The Successor Developer further amends Section 20.2 of the Amended and Restated Declaration of Condominium, titled Phase 2, to read as follows:

Additions indicated by underlining.
Deletions indicated by ~~striking-through~~.

20.2 Phase 2. Phase 2, when added, will consist of ~~not less than 15 nor more than 18~~ 16 units in one building. The units will contain a minimum of approximately 1,500 and a maximum of

approximately 2,000 square feet of interior living space under air. Phase 2 is legally described on Page 1 of Exhibit "B". The proposed survey and plot plan appear at Pages 1 and et seq of Exhibit "B".

IN WITNESS WHEREOF, the Successor Developer has caused these presents to be signed by its duly authorized officer this 27 day of FEBRUARY, 1998.

Signed, Sealed and Delivered in the presence of:

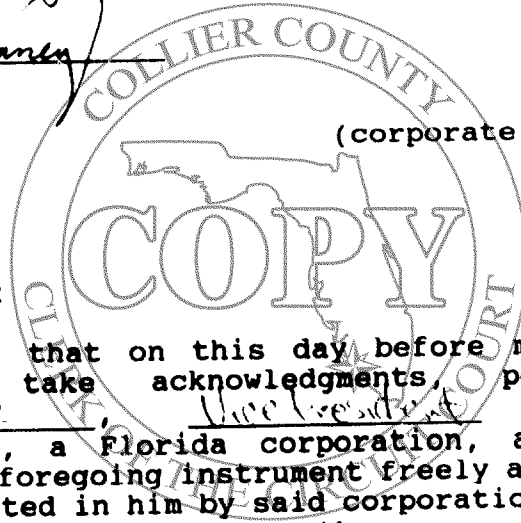
SUCCESSOR DEVELOPER:

TRANSEASTERN PROPERTIES, INC., a Florida corporation

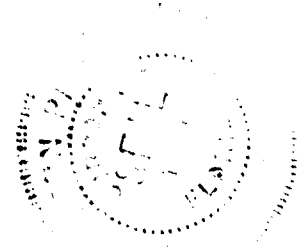
Laverne S. Sybold

By: Cora Di Fiore, V. Pres.

Hilbert T. Janney



(corporate seal)



STATE OF FLORIDA
COUNTY OF COLLIER

I hereby certify that on this day before me, an officer duly authorized to take acknowledgments, personally appeared Cora Di Fiore, Vice President of Transeastern Properties, Inc., a Florida corporation, and he acknowledged execution of the foregoing instrument freely and voluntarily under the authority vested in him by said corporation. He is personally known to me and did not take an oath.

Witness my hand and official seal this 27 day of February, 1998.

Christina Gatto
Print Name: Christina Gatto
Notary Public - State of Florida

(SEAL)



CHRISTINA GATTO
COMMISSION # CC 481271
EXPIRES SEPTEMBER 02, 1999
5000 1000
ATLANTIC BONDING CO., INC.

JOINDER OF MORTGAGEE

The undersigned, THE HUNTINGTON NATIONAL BANK, as owner and holder of a Mortgage and Security Agreement from TRANSEASTERN PROPERTIES, INC., a Florida corporation, successor-in-interest to U.S. CAPITAL & DEVELOPMENT, INC., a Florida corporation, by instrument dated February 28, 1997, and recorded March 11, 1997, at O.R. Book 2293, Page 626 et. seq., of the Public Records of Collier County, Florida, encumbering the land therein described, being in part the land which is subject to the provisions of the Amended and Restated Declaration of Condominium for The Windstar Condominium Section One, a Condominium, (the "Declaration"), hereby consents to and joins in the making of the foregoing Amendment To The Amended And Restated Declaration Of Condominium Of The Windstar Condominium, Section One For Phase 2, for the limited purpose of agreeing that, in the event of foreclosure of its mortgage, or its acquisition of title to the real property described in said Declaration as a result of a deed in lieu of foreclosure, it and/or its successors and assigns will observe and not disturb the rights of owners and Members who comply with the provisions of the Declaration with respect to the land described in said Declaration; provided, however, that the lien and charge of the undersigned's mortgage and security agreement no longer encumbers the lot or living unit of said owners and members. Nothing herein shall be deemed to alter, affect or diminish the priority of the lien of said mortgage and said Declaration.

WITNESSES:

THE HUNTINGTON NATIONAL BANK

Judy Dyehouse
Print Name: JUDY DYEHOUSE

BY: Clifford H. Ford

Jeannette Mancini
Print Name: JEANNETTE MANCINI

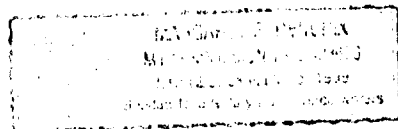
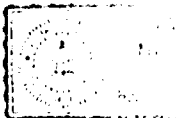
TITLE: VICE PRESIDENT
(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 26 day of FEBRUARY, 1998, by CLIFFORD H FORD as VICE-PRESIDENT of THE HUNTINGTON NATIONAL BANK, on behalf of the corporation, who is personally known to me.

(SEAL)

Margaret E Hendrix
Notary Public, State of Florida
Print Name:
My Commission Expires:






**THE WINDSTAR CONDOMINIUM, SECTION ONE, PHASE 2
(A.K.A. WINDWARD CAY)**

Certificate of Surveyor

The undersigned, being a surveyor authorized to practice in the State of Florida, pursuant to Section 718.104(4) (e), Florida Statutes, hereby certifies that the construction of the improvements comprising the units at The Windstar, a Condominium, Section One, Phase 2 (A.K.A. Windward Cay) is substantially complete, so that Exhibit "B" to the Declaration of Condominium, together with the Provisions of the Declaration of Condominium describing the condominium property, is an accurate representation of the location and dimensions of the improvements and so that the identification, location and dimensions of the common elements and of each unit within said buildings can be determined from these materials. The undersigned further certifies that all planned improvements, including, but not limited to, landscaping, utility services and access to the units within said condominium, and common element facilities serving said building have been substantially completed.

**COASTAL ENGINEERING CONSULTANTS, INC.
FLORIDA BUSINESS AUTHORIZATION NO. LB 2464**


Richard J. Ewing, V.P.
Professional Surveyor and Mapper
Florida Certificate No. 5295

**NOT VALID WITHOUT THE SIGNATURE AND
THE ORIGINAL RAISED SEAL OF A FLORIDA
LICENSED SURVEYOR AND MAPPER**

CEC FILE NO. 95.362A

DATE: 3-5-98

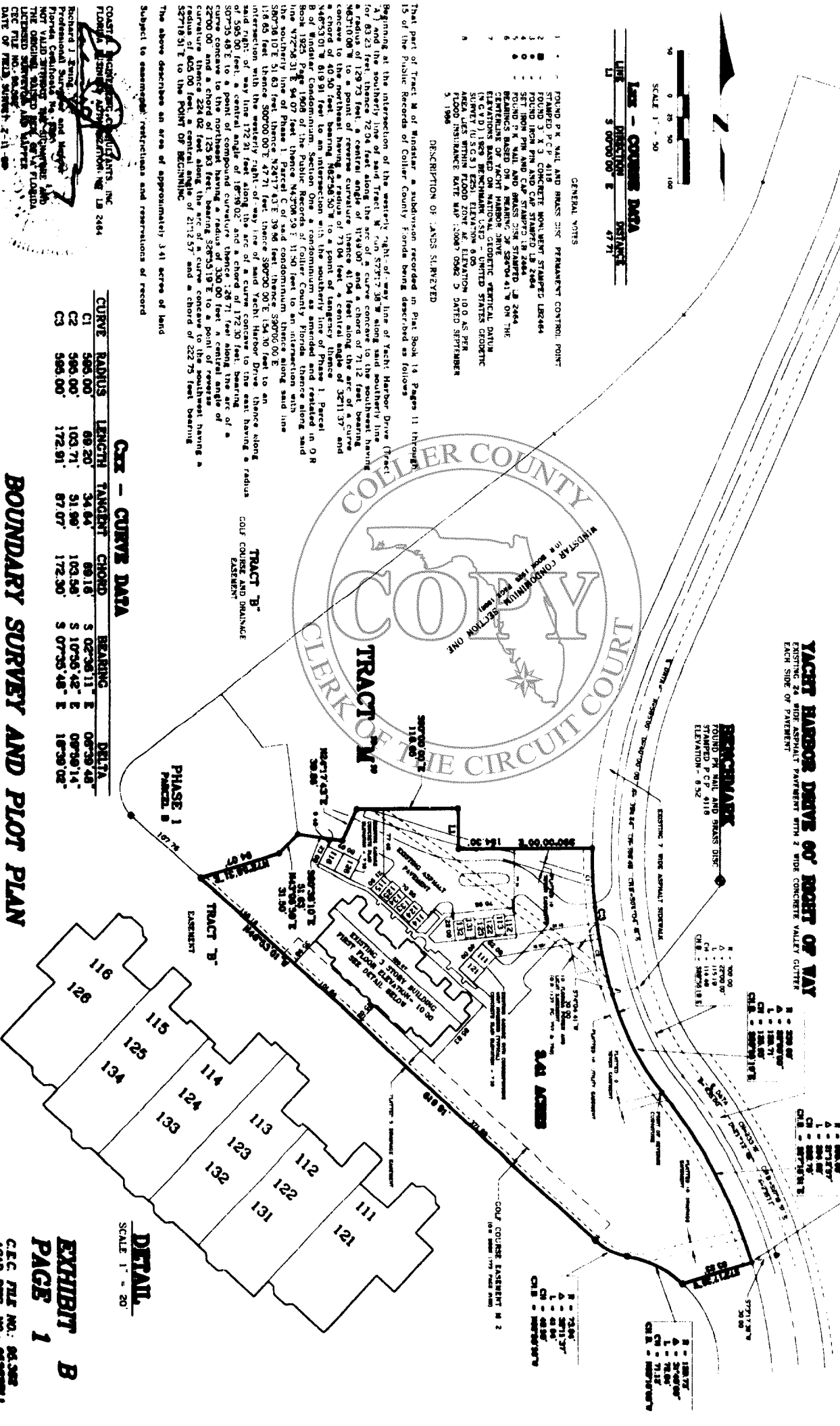
Exhibit to "Amendment to the Amended and Restated Declaration of Condominium of the Windstar Condominium, Section One for Phase 2"

THE WINDSTAR CONDOMINIUM, SECTION ONE, PHASE 2 (a.k.a. WINDWARD CAY)

LYING IN TRACT M OF WINDSTAR, A SUBDIVISION RECORDED IN PLAT BOOK 14,
PAGES 11 THROUGH 15 OF THE PUBLIC RECORDS OF COLLIER COUNTY, FLORIDA.

CONDOMINIUM PLAT BOOK _____, PAGE _____

POINT OF BEGINNING
INTERSECTION OF THE WESTERN RIGHT-OF-WAY LINE OF YACHT HARBOR DRIVE TRACT AND THE SOUTHERLY LINE OF TRACT M OF WINDSTAR SUBDIVISION



LEG - CURVE DATA
LINE DIRECTION DISTANCE
L1 S 09°00'00" E 47.71

- GENERAL NOTES**
1. FOUND P.K. NAIL AND BRASS DISC PERMANENT CONTROL POINT
 2. STAMPED P.C.P. 4118
 3. FOUND 3" X 3" CONCRETE MONUMENT STAMPED LB2444
 4. FOUND 1" X 1" CONCRETE MONUMENT STAMPED LB2444
 5. SET IRON PIN AND CAP STAMPED LB 2444
 6. FOUND P.K. NAIL AND BRASS DISC STAMPED LB 2444
 7. BEARINGS BASED ON A BEARING OF S74°41'W ON THE EXISTING CENTERLINE OF YACHT HARBOR DRIVE
 8. ELEVATIONS BASED ON A BENCHMARK USED IN UNITED STATES GEODETIC SURVEY (U.S.G.S.) E251. ELEVATION 6.00
 9. AREA LIES WITHIN FLOOD ZONE A.E. ELEVATION 10.0 AS PER FEMA INSURANCE RATE MAP 15008 0502 D DATED SEPTEMBER 3, 1998

DESCRIPTION OF JAVS S.L. REVIEWED

That part of Tract M of Windstar, a subdivision recorded in Plat Book 14 Pages 11 through 15 of the Public Records of Collier County Florida being described as follows:

Beginning at the intersection of the westerly right-of-way line of Yacht Harbor Drive (Tract A) and the southerly line of said Tract M run S73°17'38"W along said southerly line for 63.23 feet, thence 72.04 feet along the arc of a curve concave to the southwest having a central angle of 129°35'42" and a radius of 119.4 feet along the arc of a curve concave to the northeast having a radius of 71.04 feet, a central angle of 32°11'37" and a chord of 40.50 feet bearing N62°58'50"W to a point of tangency thence N46°53'01"W 61.91 feet to an intersection with the southerly line of Phase 1, Parcel B of Windstar Condominium, Section One a condominium as amended and restated in O.R. Book 19229 Page 1908 of the Public Records of Collier County Florida thence along said southerly line of Phase 1, Parcel B of Windstar Condominium, Section One a condominium as amended and restated in O.R. Book 19229 Page 1908 of the Public Records of Collier County Florida thence along said line S80°36'10"E 51.63 feet, thence S24°17'43"E 39.96 feet, thence S80°00'00"E 116.66 feet, thence S00°00'00"E 47.71 feet, thence S80°00'00"E 134.70 feet to an intersection with the westerly right-of-way line of said Yacht Harbor Drive thence along said right-of-way line 172.31 feet along the arc of a curve concave to the east having a radius of 585.00 feet, a central angle of 18°38'02" and a chord of 1172.30 feet, bearing S20°25'46"E to a point of tangency thence S103°00'00"E 130.00 feet along the arc of a curve concave to the southwest having a radius of 605.00 feet, a central angle of 21°12'57" and a chord of 222.75 feet bearing S27°19'51"E to the POINT OF BEGINNING.

The above describes an area of approximately 3.41 acres of land

Subject to easements, restrictions and reservations of record

COX - CURVE DATA

CURVE	RADIUS	LENGTH	TANGENT	CHORD	BEARING	DELTA
C1	585.00'	68.20'	34.64'	68.16'	S 02°36'11" E	06°39'48"
C2	585.00'	103.71'	51.99'	103.56'	S 10°35'42" E	08°39'14"
C3	585.00'	172.91'	87.07'	172.50'	S 07°35'48" E	16°39'02"

BOUNDARY SURVEY AND PLOT PLAN

DETAIL
SCALE 1" = 20'

EXHIBIT B
PAGE 1

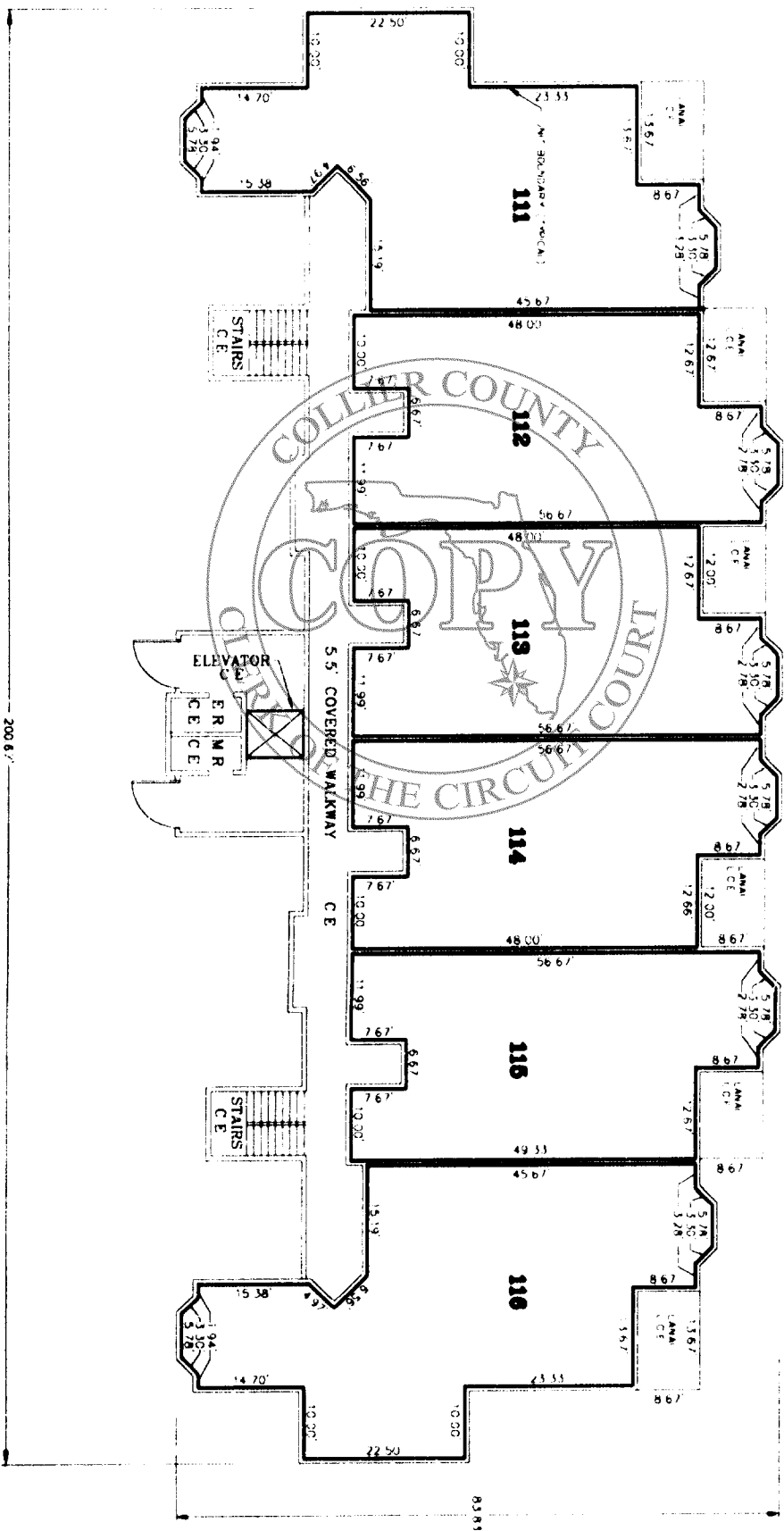
C.E.C. FILE NO.: 95-388
ACAD DWG. NO.: 8838877J

COAST ENGINEERING, INC.
11000 W. STATE ROAD 10
SUITE 100
FORT MYERS, FLORIDA 33907
TEL: 888-888-8888
FAX: 888-888-8888
DATE OF FIELD SURVEY: 2-11-00

THE WINDSTAR CONDOMINIUM, SECTION ONE, PHASE 2 (a.k.a. WINDWARD CAY)

LYING IN TRACT N OF WINDSTAR A SUBDIVISION RECORDED IN PLAT BOOK 14,
PAGES 11 THROUGH 16 OF THE PUBLIC RECORDS OF COLLIER COUNTY, FLORIDA.

SCALE 1" = 8' OR 1/8" = 1'-0"



THIS INSTRUMENT PREPARED BY

RICHARD J EWING, V.P.
PROFESSIONAL SURVEYOR AND MAPPER
COASTAL ENGINEERING CONSULTANTS, INC.
PROFESSIONAL ENGINEERS AND LAND SURVEYORS
3106 SOUTH HORSESHOE DRIVE, NAPLES, FLORIDA
PHONE NO (941)643-2324 FAX NO (941)643-1143

DIMENSIONS SHOWN HEREON ARE APPROXIMATE

L.C.E. DENOTES LIMITED COMMON ELEMENT

C.E. DENOTES COMMON ELEMENT

R.E. DENOTES ELECTRICAL ROOM

M.R. DENOTES MECHANICAL ROOM

**FIRST FLOOR PLAN
UNITS 111-116**

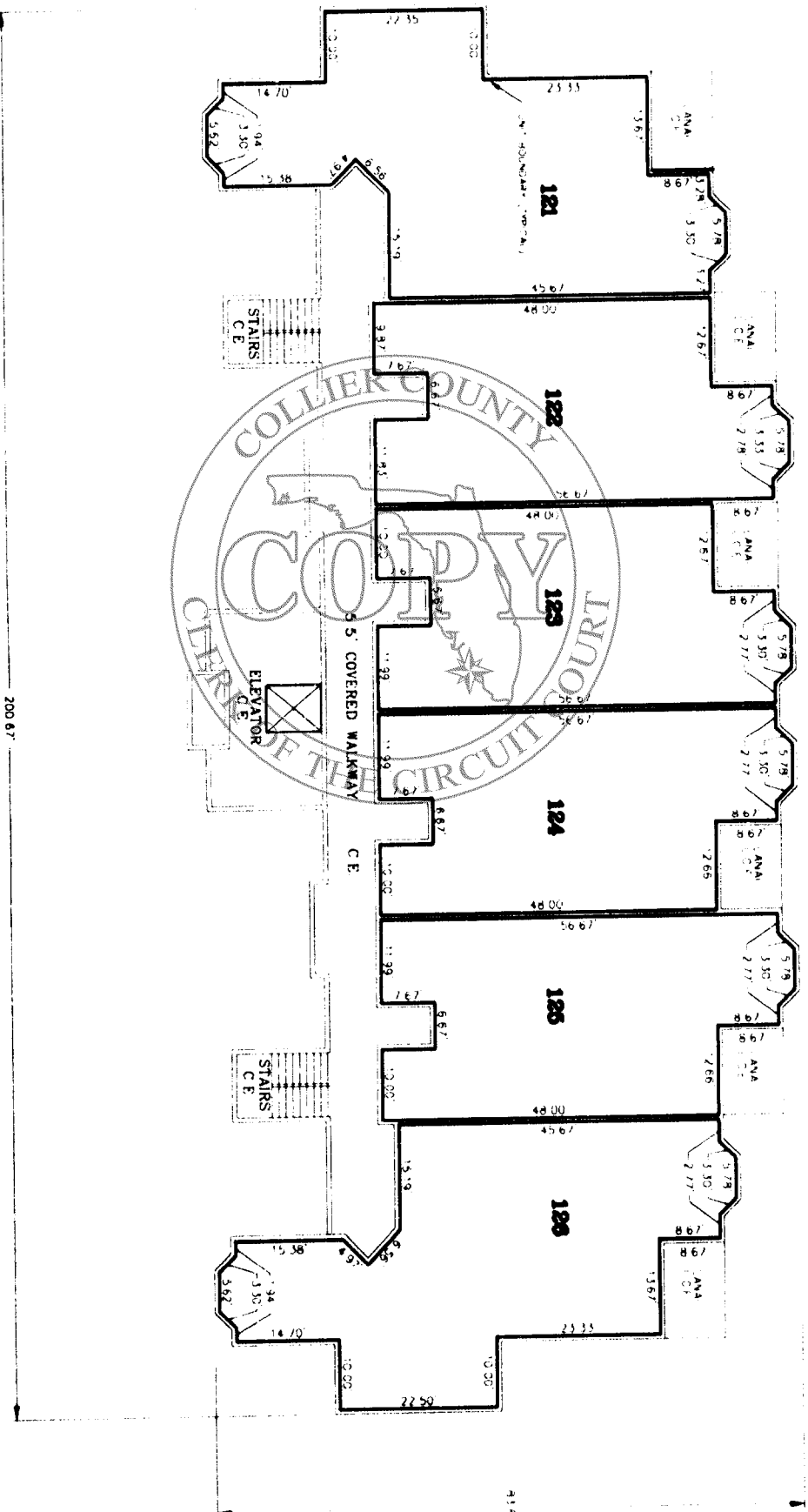
**EXHIBIT B
PAGE 2**

C.E.C. FILE NO.: 90-362
ACAD DWG. NO.: 90362F11

THE WINDSTAR CONDOMINIUM, SECTION ONE, PHASE 2 (A.K.A. WINDWARD CAY)

LYING IN TRACT M OF WINDSTAR A SUBDIVISION RECORDED IN PLAT BOOK 14,
PAGES 11 THROUGH 16 OF THE PUBLIC RECORDS OF COLLIER COUNTY, FLORIDA.

SCALE 1" = 8' OR 1/8" = 1'-0"



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RICHARD J. EWING, V.P.
PROFESSIONAL SURVEYOR AND MAPPER
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3106 SOUTH HORSESHOE DRIVE, NAPLES, FLORIDA
PHONE NO. (941)643-2324 FAX NO. (941)643-1143

INDICATORS SHOWN HEREON ARE APPROXIMATE
L.C.E. DIMENSIONS LIMITED COMMON ELEMENT
C.E. DIMENSIONS COMMON ELEMENT

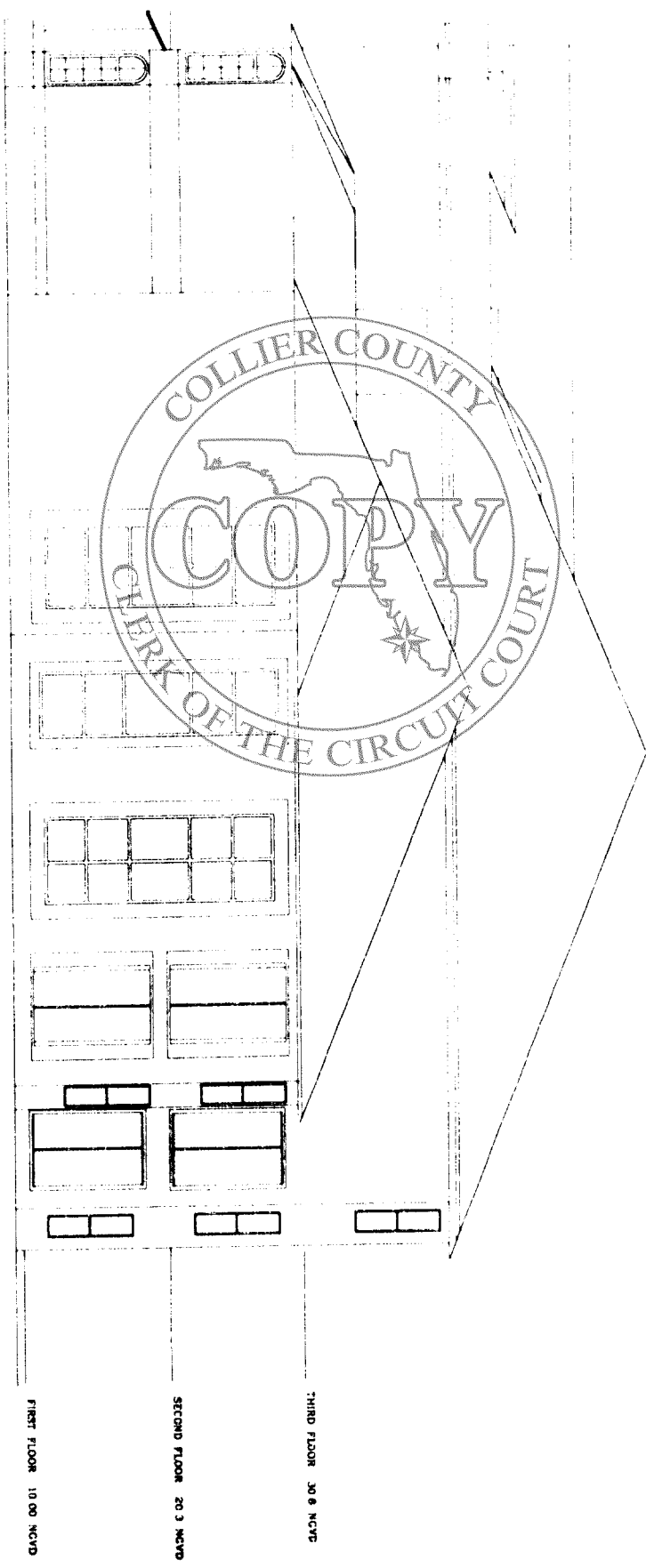
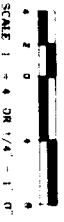
SECOND FLOOR PLAN
UNITS 121-128

EXHIBIT B
PAGE 9

C.E.C. FILE NO. 90-302
ACAD DWG NO. 80308711

**THE WINDSTAR CONDOMINIUM, SECTION ONE,
PHASE 2 (a.k.a. WINDWARD CAY)**

**PLANS IN TRACT A OF WINDSTAR-A DEVELOPMENT APPROVED BY COLLIER COUNTY, FLORIDA,
PLANS 11 THROUGH 16 OF THE PUBLIC RECORDS OF COLLIER COUNTY, FLORIDA.**



FIRST FLOOR 10 00 NCVD
SECOND FLOOR 20 3 NCVD
THIRD FLOOR 30 6 NCVD

EXHIBIT B
LONGITUDINAL SECTION AND APPROXIMATE

LONGITUDINAL SECTION

THIS INSTRUMENT PREPARED BY
PROFESSIONAL ENGINEER AND ARCHITECT
REGISTERED IN THE STATE OF FLORIDA
OFFICE: 1000 W. UNIVERSITY BLVD., SUITE 1000
GAINESVILLE, FLORIDA 32610
PHONE NO. (813)400-2500 FAX NO. (813)400-1100

EXHIBIT B
PAGE 5
C.E.C. FILE NO. 95-062
ACAD DWG. NO. 95062LS