



CFN 2003R0374972
OR Bk 21321 Pgs 3474 - 3489; (16pgs)
RECORDED 06/11/2003 07:26:12
HARVEY RUVIN, CLERK OF COURT
MIAMI-DADE COUNTY, FLORIDA

COVENANT RUNNING WITH THE LAND IN FAVOR OF
MIAMI-DADE COUNTY

The undersigned, Bay Colony-Gateway, Inc., being the present owner(s) of the following real property (hereinafter called "the Property"), lying, being and situated in Miami-Dade County, Florida, to wit:

See legal description for Parcel 1 & 2 in attached Exhibit A.

pursuant to Section 24-58.2(l) (B) (2) (b) of the Code of Miami-Dade County, hereby submits this executed Covenant running with the land in favor of Miami-Dade County, Florida:

1. The undersigned agree(s) and covenants(s) that no vessel with a draft greater than five and a half (5.5) feet fully loaded shall be authorized to enter or moor at the docking facilities in order to prevent deeper draft vessels from damaging the bottom in the Cutler Channel or in Biscayne Bay beyond the Channel.
2. The undersigned agree(s) and covenants(s) that no vessel with an overall length greater than one-hundred and twenty (120) feet shall be authorized to enter or moor at the docking facilities in order to prevent deeper draft vessels from damaging the bottom in the Cutler Channel or in Biscayne Bay beyond the Channel.
3. The undersigned agrees and covenants that written notice shall be provided to all marina slip owners, lessees and occupants, and potential slip owners, lessees and occupants advising that no vessel with a draft of greater than five and a half (5.5) feet fully loaded or an overall length greater than one hundred twenty (120) feet shall be authorized to enter or moor at the docking facilities. This notice shall be provided to current, potential and future slip owners, lessees or occupants prior to occupying, renting, leasing or purchasing slips.
4. The undersigned agree(s) and covenant(s) that only the portion of the docking facilities specifically designated for the mooring of vessels as shown in the attachment entitled *Air Force Marina @ Deerling Bay* (copy attached) shall be used, at any time, for the mooring of any vessels and mooring elsewhere at these docking facilities is prohibited even on a temporary basis. Exhibit B
5. For the purposes of the Covenant, "vessel" is herein defined as any craft designed to float or navigate on water, including but not limited to: sailboats, powerboats, rowboats, ships, boats, ships, skiffs, houseboats, jetskis, personal watercraft, and inflatable boats.
6. For the purposes of the Covenant, "docking facilities" is herein defined as any structure, landward or waterward of the mean high waterline, designed for or capable of mooring a vessel, including but not limited to: docks, piers, piles, hydrohoists, boat elevators or davits.
7. This Covenant shall run with the land and shall be recorded in the Public Records of Miami-Dade County, Florida and shall remain in full force and effect and be binding upon the undersigned, and their heirs, successors, grantees and assigns until such time as the same is modified or released in writing by Miami-Dade County.

8. This Covenant shall be subject to specific enforcement by Miami-Dade County, Florida. In the event that the provisions of the Covenant are not complied with by the undersigned or their heirs, successors, grantees, and assigns, an action at law or in equity may be commenced by the Director of Miami-Dade County Department of Environmental Resources Management on behalf of Miami-Dade County against any person violating, causing, permitting, allowing or suffering the violations of said Covenant.

IN WITNESS WHEREOF, the undersigned have caused this Covenant to be executed this 28th day of July, 2000.

Witnesses:

Party A BAY COLONY-GATEWAY, INC.

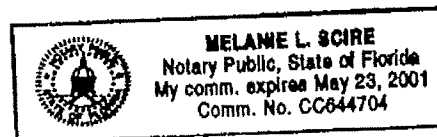
sign	<u>Melanie Scire</u>	sign	<u>Alfred P. Dougherty</u>
print	<u>Melanie Scire</u>	print	<u>Alfred P. Dougherty</u>
sign	<u>Dean Spooner</u>	Title	<u>Vice President</u>
print	<u>DEAN SPOONER</u>	Address	<u>24301 Walden Center Drive</u> <u>Bonita Springs, FL 34134</u>

STATE OF FLORIDA, COUNTY OF MIAMI-DADE/ LEE

The foregoing instrument was acknowledged before me this 28th day of July, 2000, by Alfred P. Dougherty as Vice President, who is personally known to me or who has produced _____ as identification and who did take an oath.

NOTARY PUBLIC:

sign Melanie Scire
print Melanie Scire
State of Florida at Large (Seal)
My Commission Expires:



Attachment: Exhibits A & B

EXHIBIT A

OFF.
REC. 1764304810

97R222406 1997 MAY 19 16:21

DDCSTPDEE171,000.00 SURTX 128,250.00
HARVEY RUVIN, CLERK DADE COUNTY, FL

PREPARED BY,
RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:
WHITE & CASE
Suite 4900
200 South Biscayne Blvd.
Miami, Florida 33131-2352
Attention: H. William Walker, Jr.

FOLIO NUMBER: See Attached

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED is made this 1st day of May, 1997, by DEERING BAY ASSOCIATES, a Florida general partnership ("Grantor"), whose address is 13605 Old Cutler Road, Miami, Florida 33158, to WCI HOLDINGS, INC., a Delaware corporation ("Grantee"), whose address is 801 Laurel Oak Drive, Suite 500, Naples, Florida 34108.

WITNESSETH:

THAT GRANTOR, for and in consideration of the sum of Ten and No/100 U.S. Dollars (\$10.00) and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, hereby grants, bargains, sells, transfers and delivers to Grantee, its successors and assigns forever, the real property and appurtenances thereto (the "Land") situated, lying and being in the County of Dade, State of Florida, more particularly described on Exhibit A.

SUBJECT TO the items listed in Exhibit B attached hereto [Schedule B, Section 2 of Title Commitment as approved by Buyer as of Closing].

TOGETHER with all the tenements, hereditaments and appurtenances thereto belonging or in anywise appertaining.

TO HAVE AND TO HOLD, the same in fee simple forever.

AND GRANTOR hereby specially warrants title to the Land, and will defend the same against the lawful claims of all persons whomsoever claiming by, through or under Grantor, but none others.

IN WITNESS WHEREOF, GRANTOR has caused this Special Warranty Deed to be executed as of the date first above written.

WITNESSES:

DEERING BAY ASSOCIATES, a Florida general partnership

Lizabeth S. Thompson
Print Name: Lizabeth S. Thompson
H. William Walker Jr.
Print Name: H. William Walker Jr.

By: Thomas M. Steinberg
Thomas M. Steinberg, Vice President of Deering PR, Inc., a Florida corporation, as Venturer Representative of Deering Bay Partnership, a Florida general partnership

Lizabeth S. Thompson
Print Name: Lizabeth S. Thompson
H. William Walker Jr.
Print Name: H. William Walker Jr.

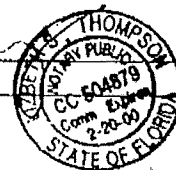
By: Armando Codina
Armando Codina, President of Codina Deering, Inc., a Florida corporation, as Venturer Representative of Codina TB Venture, a Florida general partnership

STATE OF FLORIDA)
COUNTY OF DADE) SS.

This instrument was acknowledged before me this 15th day of May, 1997, by Thomas M. Steinberg, Vice President of Deering PR, Inc., a Florida corporation, as Venturer Representative of Deering Bay Partnership, a Florida general partnership, on behalf of DEERING BAY ASSOCIATES, a Florida general partnership; and he is personally known to me or has produced a Florida driver's license as identification.

(Notary Seal)

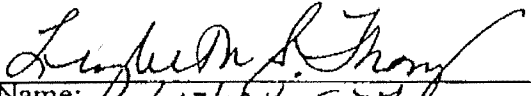
Lizabeth S. Thompson
Name: _____
Notary Public
State of Florida at Large
My commission expires: _____



OFF. REC. 17643PC4812

STATE OF FLORIDA)
COUNTY OF DADE) SS.

This instrument was acknowledged before me this 15th day of May, 1997, by Armando Codina of Codina Deering, Inc., a Florida corporation, as Venturer Representative of Codina TB Venture, a Florida general partnership, on behalf of DEERING BAY ASSOCIATES, a Florida general partnership; and he is personally known to me or has produced a Florida driver's license as identification.


Name: Elizabeth S. Thompson
Notary Public
State of Florida at Large
My commission expires: _____



(Notary Seal)

Parcel 1:

TURNING BASIN, as same is shown and described on the Plat of KING'S BAY SUBDIVISION, according to the Plat thereof recorded in Plat Book 57, at Page 45, of the Public Records of Dade County, Florida.

Parcel 2:

Tracts C, D-3, D-4, D-5, D-8 and Deering Bay Lagoon (less Deering Bay Island) of DEERING BAY, according to the Plat thereof recorded in Plat Book 139, at Page 60, of the Public Records of Dade County, Florida.

Parcel 3:

Tract A-3-A of DEERING BAY FIRST ADDITION, according to the Plat thereof recorded in Plat Book 141, at Page 76, of the Public Records of Dade County, Florida, LESS that portion of DEERING BAY CLUB VILLAS in Plat Book 143, at Page 81, and LESS that portion of DEERING BAY CONDOMINIUM II, in Official Records Book 16863, at Page 1404, of the Public Records of Dade County, Florida.

Parcel 4:

Lots 2, 3, 4 and 6 in Block 1 of DEERING BAY VILLAS, according to the Plat thereof recorded in Plat Book 142, at Page 16, of the Public Records of Dade County, Florida.

Parcel 5:

Lots 8A, 9A, 10A, 11A, and 12A, in Block 1 and Lots 3A, 4A, 5A, 6A, 7A, 8A, 9A, 10A, 11A, 12A, and 13A, in Block 2 of DEERING BAY ESTATES, according to the Plat thereof recorded in Plat Book 143, at Page 80, of the Public Records of Dade County, Florida.

Parcel 6:

Lots 3, 4, 8 and 10 in Block 2 and that portion of Lot 6, in Block 2, of Deering Bay Club Villas, according to the Plat thereof, recorded in Plat Book 143, Page 81, of the Public Records of Dade County, Florida being more particularly described as follows:

BEGIN at the southwest corner of said Lot 6; thence North 00 degrees 51 minutes 30 seconds West along the west line of said Lot 6 for 46.67 feet to the southwest corner of Tract A-10 of said Deering Bay Club Villas; thence North 89 degrees 08 minutes 30 seconds East along the south line of said Lot 6 and the easterly projection thereof for 78.17 feet to the most easterly northeast corner of said Lot 6, the following three (3) courses being along the exterior boundary of said lot 6; (1) thence South 00 degrees 51 minutes 30 second East for 41.67 feet to the southeast corner of said Lot 6; (2) thence South 89 degrees 08 minutes 30 seconds West along the south line of said Lot 6 for 73.17 feet to a point of curvature; (3) thence southwesterly along a 5.00 foot radius curve, leading to the left through a central angle of 90 degrees 00 minutes 00 seconds for an arc distance of 7.85 feet to the POINT OF BEGINNING.

AND

Lots 4, 5 and 6 in Block 3 of DEERING BAY CLUB VILLAS, according to the Plat thereof recorded in Plat Book 143, at Page 81, of the Public Records of Dade County, Florida.

Parcel 7:

Condominium Unit Numbers 114, 124, 155 and 157, together with Limited Common Elements of Venice Building of DEERING BAY CONDOMINIUM I, according to the Declaration thereof, recorded in Official Records

Book 16026, at Page 989, of the Public Records of Dade County, Florida, as amended, together with all limited common elements appurtenant thereto.

Parcel 8:

Condominium Unit Numbers 211, 215, 216, 221, 222, 225, 226, 233, 234, 236, 243, 244, 245, 253, 254, 255, 256, 261, 265, 266, 273, 274, 275, 283, and 285 of Padua Building of DEERING BAY CONDOMINIUM II, according to the Declaration thereof, recorded in Official Records Book 16863, at Page 1404, of the Public Records of Dade County, Florida, as amended, together with all limited common elements appurtenant thereto.

Parcel 9:

That non-exclusive easement as established pursuant to Non-Exclusive Easement dated July 24, 1990 and recorded on August 30, 1990 in Official Records Book 14685, at Page 352, of the Public Records of Dade County, Florida between Metropolitan Dade County, a political subdivision of the State of Florida, as grantor and Edward W. Easton, Trustee, as grantee. Said grantee's interest in said non-exclusive easement was transferred to Deering Bay Associates, a Florida general partnership, by virtue of Quitclaim of Interest in Non-Exclusive Easement dated October 11, 1990, and recorded October 12, 1990 in Official Records Book 14738, at Page 2363, of said Public Records over the following described lands:

A parcel of land being portions of Tracts 3, 4, 6 and 7 of Section 24, Township 55 South, Range 40 East, as shown on the Plat of the AVOCADO LAND CO.'S SUBDIVISION, according to the Plat thereof recorded in Plat Book 2, at Page 44, of the Public Records of Dade County, Florida, being more particularly described as follows:

Commence at the center of said Section 24; thence run North 02 degrees 28 minutes 40 seconds West for 182.42 feet to a point of intersection with the Northerly line of Tract One of KING'S BAY COUNTRY CLUB, according to the Plat thereof recorded in Plat Book 78, at Page 4, of the Public Records of Dade County, Florida; thence run North 89 degrees 08 minutes 30 seconds East along said North line of Tract One for 566.21 feet to the Point of Beginning; thence run North 42 degrees 08 minutes 25 seconds West for 234.71 feet to a point; thence run North 32 degrees 46 minutes 20 seconds East for a distance of 1754.21 feet to a point; thence run North 57 degrees 13 minutes 40 seconds West for a distance of 550.77 feet to a point; thence run North 00 degrees 03 minutes 18 seconds East for a distance of 580.87 feet to a point of intersection with the Northerly line of said Section 24; thence run North 88 degrees 18 minutes 47 seconds East along said Northerly line of Section 24, for a distance of 50.02 feet to a point; thence run South 00 degrees 03 minutes 18 seconds West for a distance of 495.55 feet to a point; thence run South 57 degrees 13 minutes 40 seconds East for a distance of 59.78 feet to a point; thence run North 32 degrees 46 minutes 20 seconds East for a distance of 52.00 feet to a point; thence run South 54 degrees 15 minutes 30 seconds East for a distance of 596.80 feet to a point; thence run South 32 degrees 46 minutes 20 seconds West for a distance of 202.74 feet to a point; thence run South 70 degrees 39 minutes 51 seconds West for a distance of 30.56 feet to a point of curvature of a circular curve concave to Southeasterly having for its elements a central angle of 37 degrees 53 minutes 31 seconds and a radius of 77.00 feet; thence run Southerly along the arc of said curve for 50.92 feet to a point of tangency; thence run South 32 degrees 46 minutes 20 seconds West for 1481.30 feet to a point of curvature of a circular curve concave to the East having for its elements a central angle of 79 degrees 37 minutes 50 seconds and a radius of 40.00 feet; thence run Southerly and Southeasterly along the arc of said curve for a distance of 55.59 feet to a point of tangency; thence run South 46 degrees 51 minutes 30 seconds East for 45.67 feet to a point; thence run South 43 degrees 08 minutes 30 seconds West for 14.50 feet to a point; thence run South 46 degrees 51 minutes 30 seconds East for 52.16 feet to a point of curvature of a circular curve concave to the West, having for its elements central angle of 65 degrees 59 minutes 57 seconds and a radius of 104.44 feet; thence run Southeasterly and Southwesterly along the arc of the last described curve for a distance of 120.30 feet to a point of intersection with the Northerly line of Tract One of KING'S BAY COUNTRY CLUB, according to the Plat thereof recorded in Plat Book 78, at Page 4, of the Public Records of Dade County, Florida; thence run South 89 degrees 08 minutes 30 seconds West along said Northerly line of Tract One for a distance of 57.06 feet to the Point of Beginning.

1. Taxes for the year 1997 and subsequent years.
2. Easement granted to Florida Power & Light Company given by United States of America in instrument, dated January 6, 1948, filed January 9, 1948 in Deed Book 2961, at Page 538. (As to Parcel 2)
3. Reservation to the United States of America during the existence of any national emergency declared by its President or Congress of the right to possess and control the land or any part thereof with payment of a fair rental value for the portion of the land so used as contained in Quit Claim Deed given by United States of America to University of Miami, Incorporated, a Florida corporation, filed December 12, 1949 in Deed Book 3215, at Page 421 and Quit Claim Deed given by United States of America to Dade County, a political subdivision of the State of Florida, filed January 5, 1950 in Deed Book 3221, at Page 377.
4. Easement granted to Mark King, William O. Lantaff and Ben Cooper doing business as Kings Lake by University of Miami, Inc., filed December 27, 1954 in Deed Book 4018, at Page 509. (As to Parcels 1 and 2)
5. Terms, conditions and provisions contained in that Agreement dated July 18, 1989, filed January 18, 1990 in Official Records Book 14398, at Page 2811, among Edward W. Easton, Trustee and certain property owners in King's Bay Subdivision, Plat Book 57, Page 45 and Consent filed April 13, 1990 in Official Records Book 14507, at Page 3311, Consent filed April 26, 1990 in Official Records Book 14526, at Page 803, Receipt filed February 19, 1991 in Official Records Book 14904, at Page 611, as affected by Assignment of Interest in Agreement filed December 4, 1990 in Official Records Book 14808, at Page 352, and Assignment filed September 20, 1995 in Official Records Book 16926, at Page 476.
6. Rights, if any, of the public to use any portions of the navigable waters which may lie within the property.
7. Those portions of the property herein described comprising artificially filled land in what was formerly navigable waters, are subject to any and all rights of the United States government's control over navigable waters in interests of navigation and commerce.
8. Riparian and/or littoral rights are neither guaranteed nor insured.
9. Agreement for the Construction of Water and Sanitary Sewage Facilities and for the Provision of Water and Sewage Disposal Services for Kings Bay Yacht and County Club between Metropolitan Dade County and Edward W. Easton, Trustee, dated April 10, 1990, filed April 17, 1990 in Official Records Book 14511, at Page 3168, and Addendum Number One to said Agreement between said parties dated September 27, 1990 and filed October 5, 1990 in Official Records Book 14730, at Page 2012 and Addendum Number Two dated February 11, 1994, filed March 25, 1994 in Official Records Book 16296, at Page 900, as affected by Assignment filed August 8, 1991 in Official Records Book 15141, at Page 1434.
10. Restrictions, conditions and easements contained in that Declaration of Restrictions dated May 17, 1990, filed July 3, 1990 in Official Records Book 14609, at Page 1093, executed by Edward W. Easton, Trustee, in favor of Metropolitan Dade County, a political subdivision of the State of Florida, regarding the development of the Property as Planned Area Development, as amended by First Amendment filed July 2, 1992 in Official Records Book 15573, at Page 357.
11. Board Order No. 90-10 of the Metropolitan Dade County Environmental Quality Control Board, filed July 26, 1990 in Official Records Book 14638, at Page 1776, granting the Petitioner's request for a variance from the requirement of Section 24-58.3(B) of the Code of Metropolitan Dade County.
12. Right of use by parties, Deering Bay Yacht and Country Club, Inc. and others in that certain non-exclusive easement established under Non-Exclusive Easement dated July 24, 1990, filed August 30, 1990 in Official Records Book 14685, at Page 352, between Metropolitan Dade County, a political subdivision of the State of Florida, as grantor, and Edward W. Easton, Trustee, as grantee which non-exclusive easement was insured as Parcel 9. Said Grantee's interest in said non-exclusive easement was transferred to Deering Bay Associates, a Florida general partnership, by virtue of Quitclaim of Interest in Non-Exclusive Easement dated October 11, 1990 filed October 12, 1990 in Official Records Book 14738, at Page 2363.

13. Restrictions, dedications and easements as set out on the Plat of DEERING BAY, as recorded in Plat Book 139, at Page 60.
14. Covenants, restrictions, easements, conditions, liens for amounts of money or charges or assessments for various purposes and other provisions contained in the Master Declaration Covenants and Restrictions for Deering Bay, dated July 2, 1990, filed October 10, 1990 in Official Records Book 14734, at Page 1986, and Amended and Restated Master Declaration of Covenants and Restrictions for Deering Bay filed July 2, 1992 in Official Records Book 15579, at Page 3226, First Amendment filed August 5, 1993 in Official Records Book 16010, at Page 563. (As to Parcels 1 to 8)
15. Covenants, restrictions, easements, conditions, liens for amounts of money or charges or assessments for various purposes and other provisions contained in the Declaration of Covenants and Restrictions for Deering Bay Villas, dated July 2, 1990, filed October 10, 1990, in Official Records Book 14734, at Page 3059, and First Amendment filed July 8, 1992 in Official Records Book 15581, at Page 658, Second Amendment filed August 5, 1993 in Official Records Book 16010, at Page 482. (As to Parcels 4 and 5)
16. Terms and conditions of that Agreement between Edward W. Easton Trustee and State of Florida, Department of Environmental Regulation filed October 12, 1990 in Official Records Book 14738, at Page 2506. (As to Parcel 2, Tract D-4)
17. Conservation Easement granted to State of Florida Department of Environmental Regulation filed October 12, 1990 in Official Records Book 14738, at Page 2502. (As to Parcel 2, Tract D-4)
18. Covenant Running with the Land in favor of Metropolitan Dade County, executed by Deering Bay Associates, filed July 15, 1991 in Official Records Book 15108, at Page 815.
19. Agreement between The Codina Group, Inc. and the State of Florida, Department of Environmental Regulation, filed in Official Records Book 15303, at Page 1850. (As to Parcel 1)
20. Restrictions, dedications and easements as set out on the Plat of DEERING BAY FIRST ADDITION, as recorded in Plat Book 141, at Page 76. (As to Parcels 3 and 8)
21. Restrictions, dedications and easements as set out on the Plat of DEERING BAY VILLAS, as recorded in Plat Book 142, at Page 16. (As to Parcel 4)
22. Restrictions, dedications and easements as set out on the Plat of DEERING BAY ESTATES, as recorded in Plat Book 143, at Page 80.
23. Restrictions, dedications and easements as set out on the Plat of DEERING BAY CLUB VILLAS, as recorded in Plat Book 143, at Page 81.
24. Covenants, restrictions, party walls, easements, conditions, liens for amounts of money or charges or assessments for various purposes and other provisions contained in Declaration of Covenants and Restrictions for Deering Bay Club Villas, filed August 5, 1993 in Official Records Book 16010, at Page 502.
25. All of the terms, restrictions, easements, covenants, conditions and other provisions as contained in the Declaration of Deering Bay Condominium I, and exhibits annexed thereto, as recorded in Official Records Book 16026, at Page 989, as amended by First Amendment filed March 17, 1994 in Official Records Book 16286, at Page 4685, including liens for amounts of money or charges or assessments for various purposes, prior approval requirements of a future purchaser, occupant or lessee, prior approval requirements as to certain mortgagees.
26. Covenants of Construction within Right-of-Way filed January 26, 1994 in Official Records Book 16223, at Page 2676 (As to Lot 4 in Block 3 of Deering Bay Villas Plat Book 143, Page 81)
27. Covenants of Construction within Right-of-Way filed January 26, 1994 in Official Records Book 16223, at Page 2678 (As to Lot 5 in Block 3 of Deering Bay Villas Plat Book 143, Page 81)

28. Covenants of Construction within Right-of-Way filed January 26, 1994 in Official Records Book 16223, at Page 2680 (As to Lot 6 in Block 3 of Deering Bay Villas Plat Book 143, Page 81)
29. Easement granted to BellSouth Telecommunications, Inc., a Georgia corporation, dated January 14, 1994, filed February 17, 1994 in Official Records Book 16251, at Page 3776. (As to Tract C of Deering Bay, Plat Book 139, Page 60)
30. Easement granted to BellSouth Telecommunications, Inc., a Georgia corporation, dated September 29, 1993, filed February 17, 1994 in Official Records Book 16251, at Page 3792. (As to Tract D-1 of Deering Bay, Plat Book 139, Page 60, and Tracts A-1-A, and A-3-A of Deering Bay First Addition, Plat Book 141, Page 76)
31. Easement granted to BellSouth Telecommunications, Inc., a Georgia corporation, dated September 29, 1993, filed February 17, 1994 in Official Records Book 16251, at Page 3836. (As to Tract A-2-A, of Deering Bay First Addition, Plat Book 141, Page 76)
32. Declaration of Use filed July 8, 1994 in Official Records Book 16432, at Page 253. (As to Lot 8-A, Block 1 of Deering Bay Estates, Plat Book 143, Page 80)
33. Declaration of Use filed July 8, 1994 in Official Records Book 16432, at Page 255. (As to Lot 9-A, Block 1 of Deering Bay Estates, Plat Book 143, Page 80)
34. Declaration of Use filed July 8, 1994 in Official Records Book 16432, at Page 257. (As to Lot 10-A, Block 1 of Deering Bay Estates, Plat Book 143, Page 80)
35. Declaration of Use filed July 8, 1994 in Official Records Book 16432, at Page 259. (As to Lot 11-A, Block 1 of Deering Bay Estates, Plat Book 143, Page 80)
36. Declaration of Use filed July 8, 1994 in Official Records Book 16432, at Page 261. (As to Lot 12-A, Block 1 of Deering Bay Estates, Plat Book 143, Page 80)
37. Declaration of Use filed July 8, 1994 in Official Records Book 16432, at Page 273. (As to Lot 3-A, Block 2 of Deering Bay Estates, Plat Book 143, Page 80)
38. Declaration of Use filed July 8, 1994 in Official Records Book 16432, at Page 275. (As to Lot 4-A, Block 2 of Deering Bay Estates, Plat Book 143, Page 80)
39. Declaration of Use filed July 8, 1994 in Official Records Book 16432, at Page 277. (As to Lot 5-A, Block 2 of Deering Bay Estates, Plat Book 143, Page 80)
40. Declaration of Use filed July 8, 1994 in Official Records Book 16432, at Page 279. (As to Lot 6-A, Block 2 of Deering Bay Estates, Plat Book 143, Page 80)
41. Declaration of Use filed July 8, 1994 in Official Records Book 16432, at Page 281. (As to Lot 7-A, Block 2 of Deering Bay Estates, Plat Book 143, Page 80)
42. Declaration of Use filed July 8, 1994 in Official Records Book 16432, at Page 283. (As to Lot 8-A, Block 2 of Deering Bay Estates, Plat Book 143, Page 80)
43. Declaration of Use filed July 8, 1994 in Official Records Book 16432, at Page 285. (As to Lot 9-A, Block 2 of Deering Bay Estates, Plat Book 143, Page 80)
44. Declaration of Use filed July 8, 1994 in Official Records Book 16432, at Page 287. (As to Lot 10-A, Block 2 of Deering Bay Estates, Plat Book 143, Page 80)
45. Declaration of Use filed July 8, 1994 in Official Records Book 16432, at Page 289. (As to Lot 11-A, Block 2 of Deering Bay Estates, Plat Book 143, Page 80)

46. Declaration of Use filed July 8, 1994 in Official Records Book 16432, at Page 291. (As to Lot 12-A, Block 2 of Deering Bay Estates, Plat Book 143, Page 80)
47. Declaration of Use filed July 8, 1994 in Official Records Book 16432, at Page 293. (As to Lot 13-A, Block 2 of Deering Bay Estates, Plat Book 143, Page 80)
48. Declaration and Grant of Pool Facilities License for Deering Bay Club Villas, dated July 27, 1994, filed July 28, 1994 in Official Records Book 16456, at Page 353. (As to Parcels 6 and 7)
49. Application and Acceptance of Conditional Building Permit and Estoppel Notice dated February 10, 1995, filed March 1, 1995 in Official Records Book 16697, at Page 4517. (As to Tract C, of Deering Bay in Plat Book 139, Page 60)
50. Easement granted to BellSouth Telecommunications, Inc., a Georgia corporation, dated March 20, 1995, filed May 18, 1995 in Official Records Book 16788, at Page 16. (As to Parcel 8)
51. All of the terms, restrictions, easements, covenants, conditions and other provisions as contained in the Declaration of Deering Bay Condominium II and exhibits annexed thereto, as recorded in Official Records Book 16863, at Page 1404, as amended by First Amendment filed October 11, 1995, in Official Records Book 16949, at Page 1151, Second Amendment filed October 24, 1995 in Official Records Book 16964, at Page 2287, including liens for amounts of money or charges or assessments for various purposes, prior approval requirements of a future purchaser, occupant or lessee, prior approval requirements as to certain mortgagees.
52. Agreement between Deering Bay Associates, Ltd., a Florida limited partnership, and King Bay Subdivision Homeowner's Association, Inc., filed March 13, 1996 in Official Records Book 17127, at Page 828. (As to Parcel 2 and 3)
53. Agreement between Deering Bay Associates, Ltd., a Florida limited partnership, and Kings Bay Subdivision Homeowner's Association, Inc., filed March 13, 1996 in Official Records Book 17127, at Page 841. (As to Tract C, of Deering Bay, in Plat Book 139, Page 60)
54. All of the terms, restrictions, easements, covenants, conditions and other provisions as contained in the Declaration of Cooperative, and exhibits annexed thereto, as recorded in Official Records Book 17171, at Page 4502, being Deering Bay Marina, as affected by Affidavit of Certificate Ownership filed April 19, 1996 in Official Records Book 17171, at Page 4658, as amended by First Amendment filed July 11, 1996 in Official Records Book 17269, at Page 1804, Second Amendment filed December 2, 1996 in Official Records Book 17442, at Page 1398, as amended by instrument filed March 4, 1997, and recorded in Official Records Book 17548, Page 3637.
55. Grant of Easement to Metropolitan Dade County, dated January 19, 1996 filed May 28, 1996 in Official Records Book 17216, at Page 2768. (As to Deering Bay Condominium II)
56. Grant of Easement to Metropolitan Dade County, dated August 5, 1996, filed January 10, 1997 in Official Records Book 17488, at Page 4276. (As to Tract A-3-A of Deering Bay First Addition in Plat Book 141, Page 76)
57. Existing unrecorded leases and all rights thereunder of the lessees and of any person claiming by, through or under the lessees.

NOTE: All of the recording information contained herein refers to the Public Records of Dade County, Florida.

TAX FOLIO NUMBERSParcel No.
Lot/Block

Folio Number

Club Villas/Plat Book 143/81

3/2	30 5024 007 0060
4/2	30 5024 007 0070
6/2	30 5024 007 0090
8/2	30 5024 007 0110
10/2	30 5024 007 0130
4/3	30 5024 007 0210
5/3	30 5024 007 0220
6/3	30 5024 007 0230

D'Este/Plat Book 142/16

2/1	30 5024 008 0020
3/1	30 5024 008 0030
4/1	30 5024 008 0040
6/1	30 5024 008 0060

Courtyard Homes/Plat Book 143/80

8/1	30 5024 009 0010
9/1	30 5024 009 0020
10/1	30 5024 009 0030
11/1	30 5024 009 0040
12/1	30 5024 009 0050
17/1	30 5024 009 0100
3/2	30 5024 009 0130
4/2	30 5024 009 0140
5/2	30 5024 009 0150
6/2	30 5024 009 0160
7/2	30 5024 009 0170
8/2	30 5024 009 0180
9/2	30 5024 009 0190
10/2	30 5024 009 0200
11/2	30 5024 009 0210
12/2	30 5024 009 0220

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Parcel No. Lot/Block	Folio Number
13/2	30 5024 009 0230
Venice - Condo I	
132	30 5024 010 0080
114	30 5024 010 0180
124	30 5024 010 0190
155	30 5024 010 0280
157	30 5024 010 0400
PADUA - Condo II	
211	30 5024 011 0010
221	30 5024 011 0020
261	30 5024 011 0060
222	30 5024 011 0080
233	30 5024 011 0160
243	30 5024 011 0170
253	30 5024 011 0180
273	30 5024 011 0200
283	30 5024 011 0210
234	30 5024 011 0240
244	30 5024 011 0250
254	30 5024 011 0260
274	30 5024 011 0280
215	30 5024 011 0310
225	30 5024 011 0320
245	30 5024 011 0340
255	30 5024 011 0350
265	30 5024 011 0360
275	30 5024 011 0370
285	30 5024 011 0380
216	30 5024 011 0390
226	30 5024 011 0400
236	30 5024 011 0410
256	30 5024 011 0430
266	30 5024 011 0440

WCI LEGAL

Fax: 239-498-8277

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**CERTIFICATE OF MERGER
OF
WCI HOLDINGS, INC.,
a Delaware corporation,
INTO
BAY COLONY - GATEWAY, INC.,
a Delaware corporation**

Pursuant to the provisions of Section 251 of the General Corporation Law of the State of Delaware, the undersigned Delaware corporations hereby certify by this Certificate of Merger as follows:

FIRST: The name of each constituent corporation and the surviving corporation and the States under the laws of which they are respectively organized are as follows:

(a) **WCI HOLDINGS, INC. ("WCI")** is a corporation organized and existing under the laws of the State of Delaware, incorporated on September 18, 1995 (Delaware Corporate No. 2543953); and

(b) **BAY COLONY - GATEWAY, INC. ("BAY COLONY")** is a corporation organized and existing under the laws of the State of Delaware, incorporated on June 14, 1995 (Delaware Corporate No. 2515960); and

(c) The surviving corporation is **BAY COLONY - GATEWAY, INC.**, a Delaware corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware. The merger was approved by the sole shareholder and Board of Directors of WCI by Written Action in Lieu of Meeting dated October 30, 1998. The merger was approved by the sole voting shareholder and the Board of Directors of BAY COLONY by Written Action in Lieu of Meeting dated October 30, 1998. The laws of the State of Delaware permit such a merger. The Certificate of Incorporation of BAY COLONY shall be the Certificate of Incorporation of the surviving corporation.

THIRD: The effective date of the merger shall be as of the date of filing of this Certificate of Merger with the Secretary of State of the State of Delaware in accordance with the General Corporation Law of the State of Delaware.

FOURTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation at the following address: 24301 Walden Center Drive, Suite 300, Bonita Springs, Florida 34134. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of either of the constituent corporations.

IN WITNESS WHEREOF, each of the corporations party to the merger has caused this Certificate of Merger to be executed on its behalf by its duly authorized officer this 30 day of October 1998.

WCI HOLDINGS, INC.,
a Delaware corporation

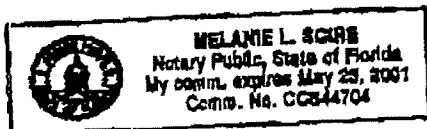
By: [Signature]
Print Name: Steven C. Adelman
Title: Vice President/Treasurer

BAY COLONY - GATEWAY, INC.,
a Delaware corporation

By: [Signature]
Print Name: VINI EN HYSTADIS
Title: SR. VICE PRESIDENT

STATE OF FLORIDA
COUNTY OF LEE

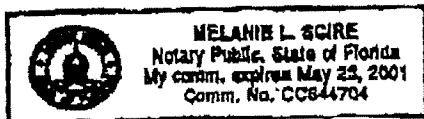
The foregoing instrument was acknowledged before me this 30 day of October 1998, by Steven C. Adelman as Vice President/Treasurer of WCI HOLDINGS, INC., a Delaware corporation, on behalf of the corporation, who is personally known to me or has produced as identification.



[Signature]
NOTARY PUBLIC
Name: _____
Serial #: _____
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 30 day of October 1998, by Steven C. Adelman as Vice President/Treasurer of BAY COLONY - GATEWAY, INC., a Delaware corporation, on behalf of the corporation, who is personally known to me or has produced as identification.



[Signature]
NOTARY PUBLIC
Name: _____
Serial #: _____
My Commission Expires: _____

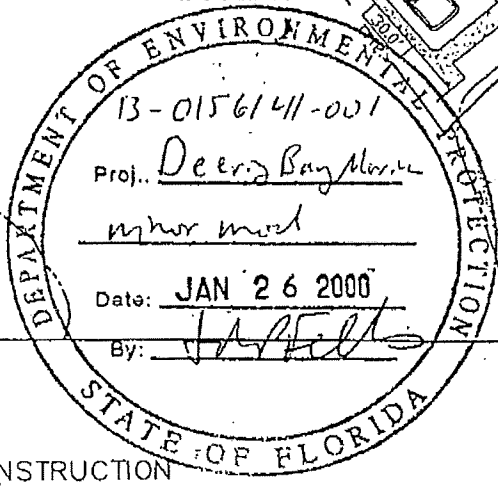
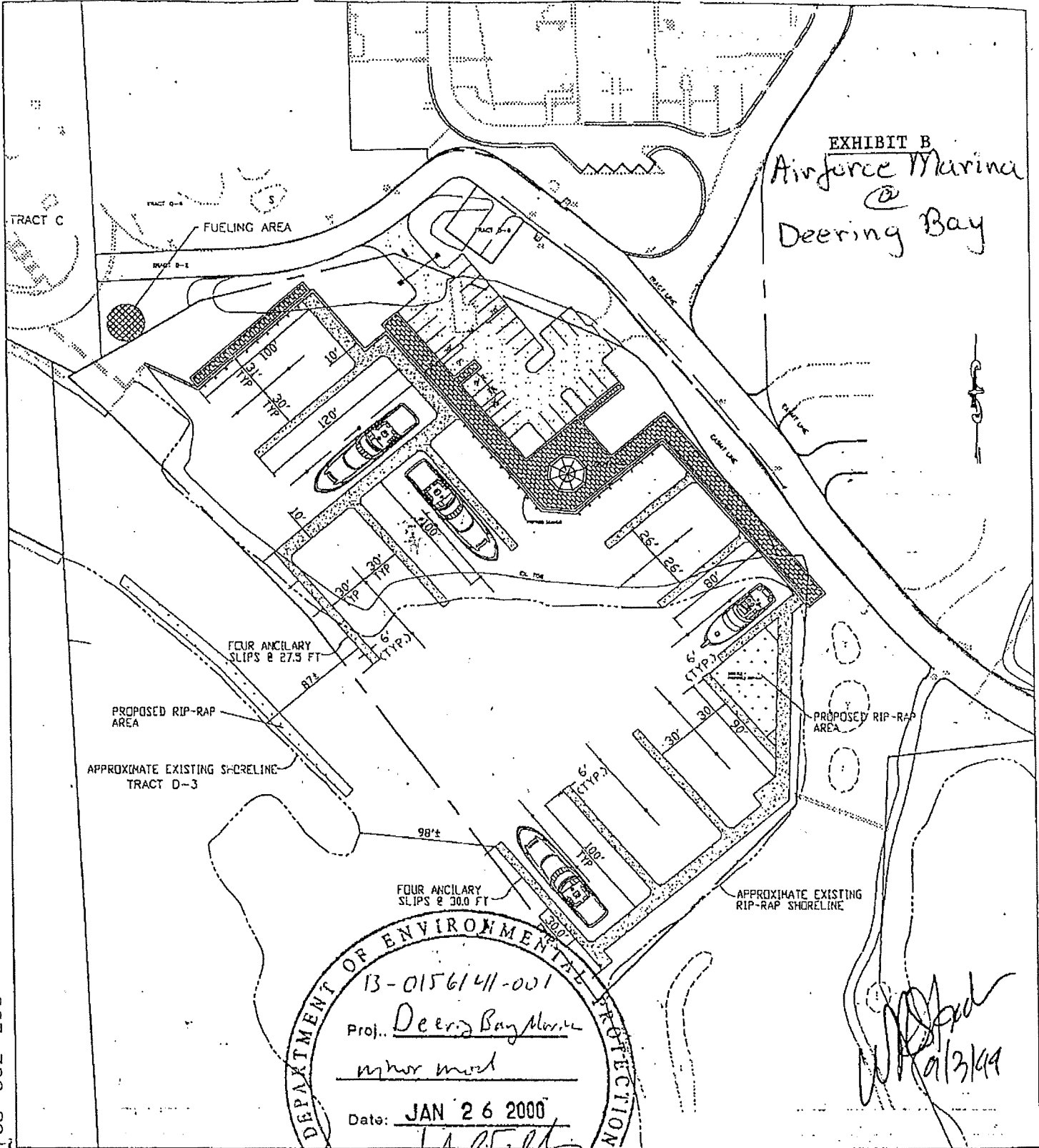
5566-036-402843

EXHIBIT B
*Airforce Marina
@
Deering Bay*

REVISIONS:
DATE:
BY:
CHECKED BY:

BY: J. GILBERTI DATE: 4/10/99

D & M JOB NO. 32768-002-293



*W. R. ...
4/13/99*

PURPOSE: MARINA CONSTRUCTION
DATUM: NGVD
REVISED: 8/25/99 - ADDED RIP-RAP

SITE PLAN
DEERING BAY MARINA
AT
13606 OLD CUTLER ROAD
CORAL GABLES, FLORIDA
COUNTY OF DADE

APPLICATION BY: BAY COLONY-GATEWAY, INC.
SHEET 24
DATE: 4/10/99