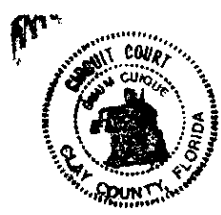


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John Keene
Clerk Of Courts
Clay County, FL
FEE: \$10.50

Prepared By and Return To:
Clifford B. Newton, Esquire
Newton & Almand
10192 San Jose Boulevard
Jacksonville, Florida 32257

THIRD AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR RIVERBEND

THIS ANNEXATION AND AMENDMENT is made on the date hereinafter set forth by HUTSON LAND COMPANY, INC., a Florida corporation, hereinafter referred to as "Declarant".

WITNESSETH:

WHEREAS, Declarant herein is the Declarant in the Declaration of Covenants, Conditions and Restrictions for RIVERBEND recorded in Official Records Volume 1446, at page 2001, of the public records of Clay County, Florida (the "Declaration"); and

WHEREAS, pursuant to the provisions of the Declaration the Declarant is authorized to amend the Declaration from time to time; and

WHEREAS, Declarant is desirous of amending the Declaration as hereinafter set forth.

NOW, THEREFORE, in consideration of the premises, the Declarant hereby declares:

1. Paragraph 26 of Article V is amended to provide that satellite dishes are approved to be constructed on lots within the Property only if the following criteria are met. Satellite dishes must be placed in a side or rear yard and fenced or otherwise screened from view so that it is not visible from outside of the lot, including front and side streets, roads, common areas, neighboring lots or vacant land. Satellite dishes cannot exceed 39" in diameter and cannot exceed a height, including any poles or additional installation structures, of five (5) feet.

2. Except as specifically amended herein, the Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, the Declarant has executed this instrument
this 6th day of December, 1995.

Signed, sealed and delivered
in the presence of:

HUTSON LAND COMPANY, INC.

Elinore C. Cox
ELINORE C. COX
John Gessner
JOHN GESSNER

By: Donald P. Hinson
DONALD P. HINSON
Its President

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 6th
day of December, 1995, by DONALD P. HINSON, as President of HUTSON
LAND COMPANY, INC., a Florida corporation, on behalf of the
corporation. He is personally known to me.

Deborah H. Dunbar
Notary Public, State of Florida



DEBORAH H DUNBAR
My Commission CC289691
Expires May 25, 1997
Bonded by ANB
800-852-5878