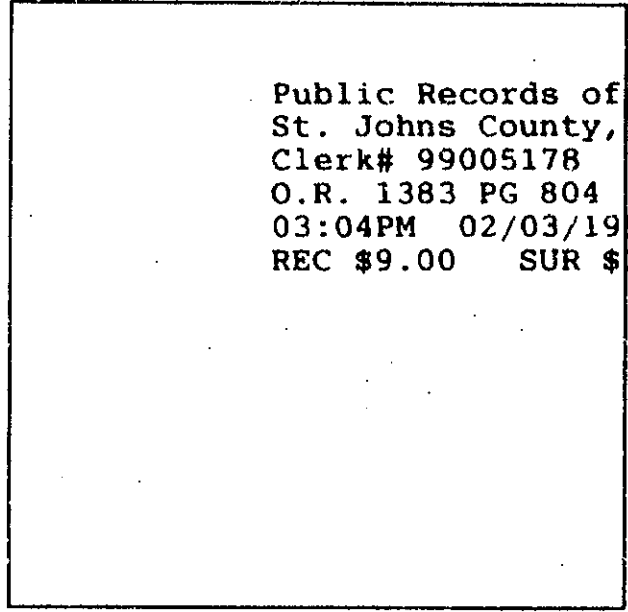


*Initial
Return to Bureau*

CERTIFICATE OF AMENDMENT
DECLARATION OF COVENANTS AND
RESTRICTIONS FOR OCEAN TRACE

Space reserved for Clerk pursuant to Sec. 60526 F.S. and/or Rule 2.055(c)
Florida Rules of Judicial Administration

COMES NOW the undersigned,
President of the Ocean Trace
Homeowners' Association, Inc.,
and hereby certifies the
following:



1. That the attached writing
is a true copy of the FIRST
AMENDMENT TO DECLARATION OF
COVENANTS AND RESTRICTIONS FOR
OCEAN TRACE amending said
Declaration.

2. That, Joan M. Brush,
President of North Florida
Corporation, a member of the Ocean
Trace Joint Venture which serves as the developer for the Ocean
Trace subdivision, hereby certifies that the developer holds in
excess of seventy-five (75) percent of the votes of the
Association, that the developer hereby approves this First
Amendment and that Joan M. Brush is authorized to enter the votes
of the developer.

EXECUTED this 1st day of February, 1999, at St. Augustine, St.
Johns County, Florida.

OCEAN TRACE HOMEOWNERS'
ASSOCIATION, INC.

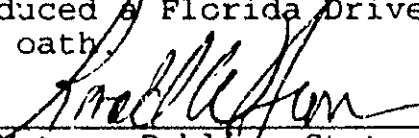
By: *Joan M. Brush*
Joan M. Brush, President

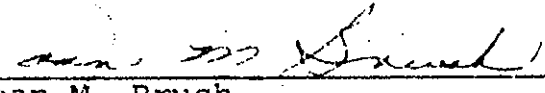
Attest: *Joan M. Brush*
Secretary
(Seal)

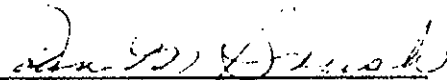
STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing Certificate of Amendment for the First Amendment
to the Declaration of Covenants and Restrictions for Ocean Trace
Homeowners' Association, Inc., was sworn to, subscribed and

acknowledged before me this 1st day of February, 1999, by Joan M. Brush, as President of the Ocean Trace Homeowners' Association, Inc., a Florida not-for-profit corporation, on behalf of said corporation. Joan M. Brush produced a Florida Driver's license as identification and did take an oath.


Notary Public, State of Florida
RONALD WAYNE BROWN
Notary Public, State of Florida
My Comm. expires Aug. 29, 2000
Comm. No. CC 574758
OCEAN TRACE JOINT VENTURE

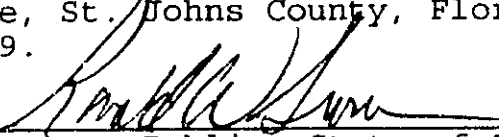
By: 
Joan M. Brush
President
North Florida Corporation

ATTEST: 
Secretary
(Seal)

STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned officer duly authorized to take oaths and acknowledgments in the County and State aforesaid, personally appeared Joan M. Brush who is personally known to me and who, after being by me first duly sworn and cautioned, acknowledged to and before me that they executed the above and foregoing - Certificate of Amendment for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in St. Augustine, St. Johns County, Florida this 1st day of February, A. D., 1999.


Notary Public, State of Florida
at Large
My Commission Expires: _____

RONALD WAYNE BROWN
Notary Public, State of Florida
My Comm. expires Aug. 29, 2000
Comm. No. CC 574758