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**FIRST AMENDMENT TO AMENDED AND RESTATED DECLARATION OF
MASTER COVENANTS FOR KEYS GATE**

THIS FIRST AMENDMENT TO AMENDED AND RESTATED DECLARATION OF MASTER COVENANTS FOR KEYS GATE (this "First Amendment") is made by M&H HOMESTEAD, LTD., a Florida limited partnership ("Declarant"), and joined in by KEYS GATE COMMUNITY ASSOCIATION, INC., a Florida not-for-profit corporation ("Association").

RECITALS

A. Declarant recorded that certain Amended and Restated Declaration of Master Covenants for Keys Gate on September 10, 2003 in Official Records Book 21630, Page 3698 of the Public Records of Miami-Dade County, Florida (the "Declaration") respecting the community known as Keys Gate (the "Community").

B. Section 4.2 of the Declaration permits Declarant to amend the Declaration as it deems appropriate without the joinder or consent of any other person or entity whatsoever prior to the Turnover Date (as defined in the Declaration), which date has not yet occurred.

C. Declarant desires to amend the Declaration as set forth herein.

NOW THEREFORE, Declarant hereby declares that every portion of Keys Gate is to be held, transferred, sold, conveyed, used and occupied subject to the covenants, conditions and restrictions hereinafter set forth.

1. Recitals. The foregoing Recitals are true and correct and are incorporated into and form a part of this First Amendment.

2. Capitalized Terms. All initially capitalized terms not defined herein shall have the meaning set forth in the Declaration, except that the defined term "Declaration" is hereby modified as follows:

"Declaration" shall mean the Declaration and this First Amendment, together with all amendments and modifications thereof.

3. Addition of Shores at Keys Gate Neighborhood Legal Description. Exhibit 11 of the Declaration is hereby deleted in its entirety and replaced by Exhibit A attached to this First Amendment.

4. Modification. Except as the Declaration is amended by this First Amendment, all of the terms and provisions of the Declaration shall remain in full force and effect.

[SIGNATURE APPEARS ON FOLLOWING PAGE]

MIA117730.1

**SHORES AT KEYS GATE
LEGAL DESCRIPTION:**

A portion of Tracts 2, 3, 4, 8, 10, 11, 12, 13, 14, 15 and 16, Block 1, and a portion of Tracts 1, 2, 3, 4, 5, 10, 11, 12, 13, 14, 15 and 16, Block 4, in Section 20, Township 57 South, Range 39 East, and a portion of Tracts 8 and 9, Block 2, and a portion of Tracts 6 and 7, Block 3, in Section 21, Township 57 South, Range 39 East, of "PLAT OF LANDS BELONGING TO THE MIAMI LAND AND DEVELOPMENT COMPANY", according to the Plat thereof, as recorded in Plat Book 5, at Page 10 of the Public Records of Miami-Dade County, Florida, being more particularly described as follows:

BEGIN at the Southwest Corner of Tract "E", of "CENTER GATE NO. ONE", according to the Plat thereof, as recorded in Plat Book 133, at Page 7 of the Public Records of Miami-Dade County, Florida, said point also being on the arc of a circular curve to the right, concave to the North, a radial line to said point bears $S02^{\circ}34'31''W$; the next described two(2) courses and distances being along the Northerly Right-of-way Line of PALM DRIVE (S.E. 24th Street) as described in Official Records Book 13410, at Page 154 of the Public Records of Miami-Dade County, Florida; 1) thence Westerly along the arc of said curve to the right, having for its elements a radius of 3761.88 feet, through a central angle of $6^{\circ}24'46''$ for an arc distance of 421.04 feet to a point of tangency; 2) thence $N81^{\circ}00'43''W$ for 1176.22 feet to a point of curvature of a circular curve to the right, concave to the Northeast; the next described two(2) courses and distances being along the Easterly Right-of-way Line of FARM LIFE SCHOOL ROAD (S.W. 162nd Avenue) as described in Official Records Book 13410, at Page 151 of the Public Records of Miami-Dade County, Florida; 1) thence Westerly, Northwesterly and Northerly along the arc of said curve to the right, having for its elements a radius of 25.00 feet, through a central angle of $89^{\circ}00'20''$ for an arc distance of 38.84 feet to a point of reverse curvature of a circular curve to the left, concave to the West; 2) thence Northerly along the arc of said curve, having for its elements a radius of 4635.00 feet, through a central angle of $02^{\circ}42'27''$ for an arc distance of 219.02 feet to a point of reverse curvature of a circular curve to the right, concave to the East; thence Northeasterly along the arc of said curve, having for its elements a radius of 900.00 feet, through a central angle of $5^{\circ}32'26''$ for an arc distance of 87.03 feet to a point of reverse curvature of a circular curve to the left, concave to the West; thence Northeasterly along the arc of said curve, having for its elements a radius of 700.00 feet, through a central angle of $07^{\circ}47'04''$ for an arc distance of 95.10 feet to a point of compound curvature of a circular curve to the left, concave to the West; thence Northerly and Northwesterly along the arc of said curve, having for its elements a radius of 4645.50 feet, through a central angle of $21^{\circ}10'07''$ for an arc distance of 1716.34 feet to a point of tangency; thence $N18^{\circ}07'35''W$ for 64.02 feet to a point of curvature of a circular curve to the left, concave to the West; thence Northwesterly along the arc of said curve, having for its elements a radius of 1200.00 feet, through a central angle of $05^{\circ}21'50''$ for an arc distance of 112.34 feet to a point of reverse curvature of a circular curve to the right, concave to the Northeast; thence Northwesterly along the arc of said curve, having for its elements a radius of 1200.00 feet, through a central angle of $05^{\circ}21'48''$ for an arc distance of 112.33 feet; thence $N73^{\circ}00'00''E$ for

615.19 feet; thence N00deg24min47secW for 636.64 feet; thence N14deg51min58secW, along a line radial to the next described curve for 70.00 feet to its intersection with the arc of a circular curve to the right, concave to the South; the next described two(2) courses and distances being along the Southerly Right-of-way Line of SOUTH CANAL DRIVE as described in Official Records Book 13507, at Page 559 of the Public Records of Miami-Dade County, Florida; 1) thence Northeasterly along the arc of said curve to the right, having for its elements a radius of 3392.41 feet, through a central angle of 13deg54min56sec for an arc distance of 823.92 feet to a point of tangency; 2) thence N89deg02min59secE for 166.54 feet; thence S17deg43min46secE for 494.89 feet; thence S38deg30min06secE for 431.44 feet; thence S33deg06min25secE for 775.80 feet; thence S01deg12min39secE for 797.36 feet; thence S37deg14min03secW for 676.21 feet; thence S00deg25min21secE for 349.37 feet; the next described three(3) courses and distances being along the Northerly and Westerly Boundary Lines of said Plat of "CENTER GATE NO.ONE"; 1) thence S78deg33min44secW for 24.52 feet to a point of curvature of a circular curve to the right, concave to the North; 2) thence Westerly along the arc of said curve to the right, having for its elements a radius of 458.00 feet, through a central angle of 13deg25min56sec for an arc distance of 107.37 feet to the most West Northwest Corner of said Plat of "CENTER GATE NO.ONE"; 3) thence S00deg25min18secE for 458.63 feet to the POINT OF BEGINNING.

LESS:

A portion of Tract 2, of Block 4, Section 20, Township 57 South, Range 39 East, of "PLAT OF LANDS BELONGING TO THE MIAMI LAND AND DEVELOPMENT COMPANY", according to the Plat thereof, as recorded in Plat Book 5, at Page 10 of the Public Records of Miami-Dade County, Florida, being more particularly described as follows:

COMMENCE at the Most West Northwest Corner of Tract "D", of "CENTER GATE NO.ONE", according to the Plat thereof, as recorded in Plat Book 133, at Page 7 of the Public Records of Miami-Dade County, Florida; thence S89deg32min45secW for 480.46 feet; thence N00deg27min15secW, along the East Line of said Tract 2, for 576.18 feet to the POINT OF BEGINNING; thence continue N00deg27min15secW, along the last described line for 645.94 feet; thence S89deg24min29secW, along a line 30.00 feet South of and parallel with the North line of the Northeast ¼ of said Section 20, for 338.91 feet; thence S00deg28min08secE, along the West Line of said Tract 2, for 645.80 feet; thence N89deg26min00secE for 338.75 feet to the POINT OF BEGINNING.

All of the above described land situated, being and lying in The City of Homestead, Miami-Dade County, Florida, and containing 5,884,345.64 Square Feet and/or 135.09 Acres more or less.