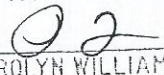


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SUPERIOR/JUVENILE CT.  
PIKE COUNTY, GA 30295  
BK 597 PG 345-347  
05 AUG 19 AM 9:49  
BY:   
CAROLYN WILLIAMS, CLERK

Prepared by and after  
recording return to:  
David T. Wolf, Esquire  
David T. Wolf, P.C.  
561 Village Trace  
Suite 13-B  
Marietta, Georgia 30067

**IN RE: DECLARATION OF EASEMENTS, COVENANTS AND RESTRICTIONS FOR ASHLEY GLEN SUBDIVISION DATED JULY 14, 2005, AS RECORDED ON JULY 15, 2005 IN THE OFFICE OF THE CLERK OF SUPERIOR COURT OF PIKE COUNTY, GEORGIA IN DEED BOOK 591, Page 242.**

**FIRST AMENDMENT TO DECLARATION OF EASEMENTS, COVENANTS AND RESTRICTIONS FOR ASHLEY GLEN SUBDIVISION**

**THIS FIRST AMENDMENT TO DECLARATION OF EASEMENTS, COVENANTS AND RESTRICTIONS FOR ASHLEY GLEN SUBDIVISION** (this "Amendment") is made and entered into this 14 day of August, 2005, by REALMARK EQUITIES, LLC, a Georgia limited liability company (hereinafter referred to as the "Declarant"). Capitalized terms used but not defined herein shall have the meanings given them in the Declaration as hereinbelow defined.

**W I T N E S S E T H :**

WHEREAS, the Declarant did make and declare those certain Declaration of Easements, Covenants and Restrictions for Ashley Glen Subdivision (the "Declaration") dated July 14, 2005, recorded in the Office of the Clerk of Superior Court of Pike County, Georgia in Deed Book 591, Page 242 wherein the Declarant did subject the real property as described therein to the protective covenants as provided in the Declaration (the "Property"):

WHEREAS, the Declarant desires to amend the Declaration in the following respects:

NOW, THEREFORE, for and in consideration of the above referenced recitals and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, the Declarant does hereby covenant and agree as follows:

1.

Section 1 (c) (iii) of Article VI of the Declaration is hereby amended to read as follows:

"Slab construction is permitted so long as there is a slope of not more than eight (8) feet of cut or fill material;"

2.

Section 1(c) (iv) of Article VI of the Declaration is hereby amended by deleting from the second line thereof the phrase "on the first finished floor level".

3.

Section 1(c) (v) (ii) of Article VI of the Declaration is hereby deleted in its entirety.

4.

Section 1(c) (vii) of Article VI of the Declaration is hereby amended by deleting therefrom the phrase "with either fescue, Bermuda or zoysia grasses" appearing in the first and second lines thereof.

5..

Section 1(c) (ix) of Article VI of the Declaration is hereby amended by deleting therefrom the number "two (2)" appearing in the first line thereof and substituting in lieu thereof the number "two and one-half (2.2)".

6.

Except as expressly modified hereby, the Declaration remains in full force and effect without change, and all provisions thereof, as modified hereby are hereby ratified by the parties thereto.

[SIGNATURE TO FOLLOW ON FOLLOWING PAGE]

IN WITNESS WHEREOF, Declarant, acting by and through its Manager, has executed this Amendment under seal on the day and year first above written.

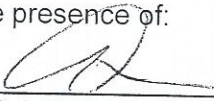
**DECLARANT:**

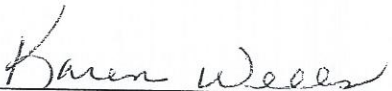
REALMARK EQUITIES, LLC  
a Georgia limited liability company

By: REALMARK ACQUISITIONS II, LLC,  
Georgia limited liability company, its  
Manager


By: S. N. PHELPS & CO., a Delaware  
corporation, its Manager

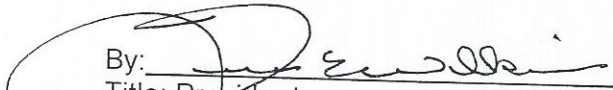
Signed, sealed and delivered  
in the presence of:

  
\_\_\_\_\_  
Unofficial Witness

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

\_\_\_\_\_  
[AFFIX NOTARY SEAL]  


By:   
\_\_\_\_\_  
Title: President

[AFFIX CORPORATE SEAL]