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STATE OF SOUTH CAROLINA)
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COUNTY OF CHARLESTON)

SUPPLEMENT TO DECLARATION OF
COVENANTS, CONDITIONS AND
RESTRICTIONS FOR OCEAN
NEIGHBORS

THIS SUPPLEMENTAL DECLARATION to the Declaration of Covenants, Conditions and Restrictions for Ocean Neighbors ("Supplemental Declaration") is made by CHARLESTON LAND GROUP, LLC ("Declarant"), this 12 day of December, 2000; and

WHEREAS, the Declaration of Covenants, Conditions and Restrictions for Ocean Neighbors was recorded January 27, 1999, in Book D-319 at page 856, as amended, in the RMC Office for Charleston County, South Carolina ("Declaration") as provided in Article VIII, Section 5 that Declarant could annex and subject additional lots to the Declaration; and

WHEREAS, Declarant is the successor Declarant to James Island Development Company, LLC, as is evidenced by an Assignment of Declarant's Rights dated 12/12, 2000 and recorded simultaneously herewith; and

WHEREAS, Developer wishes to supplement said Declaration to bound and cover Phase 2 as shown on that certain plat entitled "BOUNDARY PLAT OF OCEAN NEIGHBORS 52.366 ACRES PHASE 2 & PHASE 3 FOR JAMES ISLAND DEVELOPMENT CO., LLC CITY OF CHARLESTON, CHARLESTON COUNTY, SC" by Forsberg Engineering dated March 22, 2000 and recorded in the Charleston County RMC Office in Plat Book EE at page 44; and

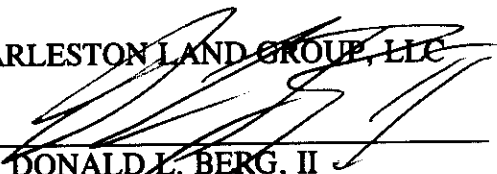
NOW, THEREFORE, Developer hereby declares Phase 2 to be bound and covered by the Declaration of Covenants, Conditions and Restrictions for Ocean Neighbors recorded January 27, 1999, in Book D-319 at page 856, in the RMC Office for Charleston County, South Carolina. Said property to be developed into ninety-four (94) lots.


IN WITNESS whereof, the parties have set their Hands and Seals this 12 day of December, 2000.

WITNESSES:

CHARLESTON LAND GROUP, LLC


First Witness Signs Here


BY: DONALD L. BERG, II
ITS: Attorney-in-Fact


Second Witness Signs Here

STATE OF SOUTH CAROLINA

ACKNOWLEDGMENT

COUNTY OF CHARLESTON

I, Lisa W. Herbert, Notary Public for the State of South Carolina, do hereby certify that CHARLESTON LAND GROUP, LLC, by DONALD L. BERG, II, its Attorney-in-Fact, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Subscribed to and sworn before me this 12 day of December, 2000.

Lisa W Herbert
Name of Notary Public
Notary Public, State of South Carolina

My commission expires: 3/25/03

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LISA WOLFF HERBERT
ATTORNEY AT LAW

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CHARLIE LYBRAND
REGISTER
CHARLESTON COUNTY SC