

**PREPARED BY AND RETURN TO:**

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**FIRST AMENDMENT TO  
ASSIGNMENT AND ASSUMPTION OF GRANTOR'S RIGHTS**

**THIS FIRST AMENDMENT TO ASSIGNMENT AND ASSUMPTION OF GRANTOR'S RIGHTS** ("Assignment") is made as of the \_\_\_\_ day of December, 2005, by and between **WCI COMMUNITIES, INC.**, a Delaware corporation ("WCI"), **REALMARK GROUP, L.L.C.**, a Florida limited liability company ("Realmark") and **PUNTA GORDA ISLES, SECTION 22 HOMEOWNERS ASSOCIATION, INC.**, a Florida not-for-profit corporation ("Association").

**WITNESSETH:**

**WHEREAS**, WCI and Realmark have entered into that certain Purchase and Sale Agreement dated as of November \_\_\_\_, 2005, pursuant to which WCI has or will convey to Realmark all of "the properties still owned by WCI", as referenced in that certain Assignment and Assumption of Grantor's Rights by and between WCI and Association, recorded in Official Record Book 4345, Page 3251, of the Public Records of Lee County, Florida ("Assignment"); and

WHEREAS, the parties hereto wish to enter into this Amendment to substitute "WCI" with "Realmark" in the Assignment, such that Realmark shall succeed WCI under the Assignment by virtue of becoming successor in title pursuant to Section 3 of the Assignment.

**WHEREAS**, Association desires to join in this Amendment for the purposes of acknowledging the substitution of parties and Realmark as the successor developer to WCI in the Assignment.

**NOW, THEREFORE**, for and in consideration of the payment of Ten Dollars (\$10.00) in hand paid by Realmark to WCI, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby covenant and agree as follows:

1. The recitals set forth above and true and correct and incorporated herein.

2. The Assignment is hereby amended to replace "WCI" with "Realmark".

3. Realmark hereby acknowledges and assumes the performance of all of the terms, covenants and conditions contained in the Assignment.

4. By executing this Amendment, the Association further acknowledges that: (i) the exclusions for "the properties still owned by WCI", as set forth in Section 1 of the First Amendment, applies to all properties owned by Realmark or its affiliates, including without limitation, those properties previously acquired by Realmark, or its affiliates, from WCI; and (ii) WCI retains, and Realmark does not assume, any of the obligations of WCI as the developer under the Section 22 Deed Restrictions.

5. Except as amended by this Amendment, the Assignment shall remain in full force and effect.

Signed in the presence of:

**WCI COMMUNITIES, INC.**, a Delaware corporation

\_\_\_\_\_  
Print Name: \_\_\_\_\_

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: \_\_\_\_\_

\_\_\_\_\_  
Print Name: \_\_\_\_\_

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of December, 2005, by \_\_\_\_\_, \_\_\_\_\_, of WCI COMMUNITIES, INC., a Delaware corporation, on behalf of the company. He is personally known to me, or has produced \_\_\_\_\_ as identification.

\_\_\_\_\_  
Notary Public, State of Florida

[Notary Seal]

Signed in the presence of:

**REALMARK GROUP, L.L.C.**, a  
Florida limited liability company

\_\_\_\_\_  
Print Name: \_\_\_\_\_

By: \_\_\_\_\_  
Name: William J. Stout, Jr.  
Its: Managing Member

\_\_\_\_\_  
Print Name: \_\_\_\_\_

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of  
December, 2005 by William J. Stout, Jr., Managing Member of REALMARK  
GROUP, L.L.C., a Florida limited liability company, on behalf of the limited  
liability company. He is personally known to me, or has produced  
\_\_\_\_\_ as identification.

\_\_\_\_\_  
Notary Public, State of Florida

[Notary Seal]

Signed in the presence of:

**PUNTA GORDA ISLES,  
SECTION 22 HOMEOWNERS  
ASSOCIATION, INC.**, a Florida  
not-for-profit corporation

\_\_\_\_\_  
Print Name: \_\_\_\_\_

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: \_\_\_\_\_

\_\_\_\_\_  
Print Name: \_\_\_\_\_

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of  
December, 2005, by \_\_\_\_\_, \_\_\_\_\_ of  
PUNTA GORDA ISLES, SECTION 22 HOMEOWNERS ASSOCIATION, INC., a  
Florida not-for-profit corporation, on behalf of the company. He is personally  
known to me, or has produced \_\_\_\_\_ as identification.

\_\_\_\_\_  
Notary Public, State of Florida

[Notary Seal]