

Prepared By: LANIER AND FOUNTAIN

STATE OF NORTH CAROLINA

COUNTY OF ONSLOW

VILLA CAPRIANI, A CONDOMINIUM
AMENDMENT TO DECLARATION

THIS AMENDMENT made this the 14 day of December, 1989, by RESORT EQUITIES, INC., a North Carolina corporation ("Developer"), pursuant to the North Carolina Condominium Act, Chapter 47C, North Carolina General Statutes.

W I T N E S S E T H:

WHEREAS, the Developer heretofore filed a Declaration of Condominium for Villa Capriani in Book 940, Page 564, et. seq. Onslow County Registry; and

WHEREAS, there was a computation error on Exhibit C to the Declaration of the square footage of the condominium units described therein; and

WHEREAS, the purpose of this Amendment is to correct said error and to substitute a new Exhibit C to the said Declaration.

NOW, THEREFORE, Developer hereby makes the following amendment to Villa Capriani, a Condominium Declaration as recorded in Book 940, Page 564, et. seq., Onslow County Registry:

1. Exhibit C to the Declaration is hereby deleted in its entirety and a new Exhibit C is inserted in lieu thereof as attached hereto as Exhibit C and incorporated herein by reference.


IN WITNESS WHEREOF, the Developer has executed this Amendment as of the day and year first above written.

RESORT EQUITIES, INC.

BY: *Dugh Smith*
President

ATTEST:

F. Roger Page, Jr.
Secretary



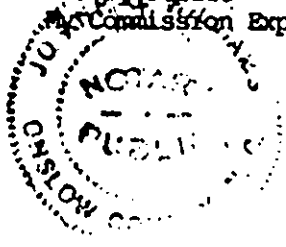
STATE OF NORTH CAROLINA
COUNTY OF

I, a Notary Public of said County and State, do hereby certify that F. Bruce Price, Jr personally appeared before me this day and acknowledged that (s)he is Secretary of RESORT EQUITIES, INC., a North Carolina corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its President, sealed with its corporate seal and attested by its Secretary.

Witness my hand and seal, this 1st day of December, 1989.

Jo Ann G. Williams
Notary Public

My Commission Expires: 6-9-91



NORTH CAROLINA, ONSLOW COUNTY Jo Ann G. Williams
The foregoing certificate(s) of _____

Notary (ies) Public is (are) certified to be correct. This instrument was presented for registration and recorded in this office in Book 944 Page 93 This 1st day of December 19 89 A.D. at 2:58 o'clock P. M.
Mildred M. Thomas By Herrell P. Lawler
Register of Deeds, Onslow County Asst. Register of Deeds

EXHIBIT C

RESIDENCE NUMBER	RESIDENCE SQ. FEET	PERCENTAGE INTEREST IN COMMON ELEMENTS	VOTES IN ASSOCIATION
'01-A	620	0.4286	.
'02-A	760	0.5255	.
'03-A	,310	0.9057	.
'04-A	827	0.5718	.
'05-A	,482	1.0246	.
'06-A	,3'0	0.9057	.
'07-A	,3'0	0.9057	.
'08-A	760	0.5255	.
'09-A	1,3'0	0.9057	.
'10-A	,3'0	0.9057	.
'13-A	,600	1.1062	.
'14-A	,310	0.9057	.
'15-A	760	0.5255	.
'16-A	1,600	1.1062	.
'17-A	760	0.5255	.
'18-A	1,615	1.1166	.
'01-B	760	0.5255	.
'02-B	760	0.5255	.
'03-B	,310	0.9057	.
'04-B	827	0.5718	.
'05-B	,482	1.0246	.
'06-B	,310	0.9057	.
'07-B	,310	0.9057	.
'08-B	760	0.5255	.
'09-B	,310	0.9057	.
'10-B	,310	0.9057	.
'13-B	,600	1.1062	.
'14-B	,310	0.9057	.
'15-B	760	0.5255	.
'16-B	,600	1.1062	.
'17-B	760	0.5255	.
'18-B	1,615	1.1166	.
201-A	,290	0.8919	.
202-A	760	0.5255	.
203-A	760	0.5255	.
204-A	1,310	0.9057	.
205-A	827	0.5718	.
206-A	1,482	1.0246	.
207-A	1,310	0.9057	.
208-A	1,310	0.9057	.
209-A	760	0.5255	.
2'0-A	760	0.5255	.
2'1-A	1,310	0.9057	.
2'2-A	1,310	0.9057	.
2'5-A	1,600	1.1062	.
2'6-A	1,310	0.9057	.
2'7-A	760	0.5255	.
2'8-A	1,600	1.1062	.

RESIDENCE NUMBER	RESIDENCE SQ. FEET	PERCENTAGE INTEREST IN COMMON ELEMENTS	VOTES IN ASSOCIATION
219-A	760	0.5255	
220-A	1,615	1.1166	
201-B	1,290	0.8919	
202-B	760	0.5255	
203-B	760	0.5255	
204-B	,310	0.9057	
205-B	827	0.5718	
206-B	,482	1.0246	
207-B	,310	0.9057	
208-B	,310	0.9057	
209-B	760	0.5255	
2'0-B	760	0.5255	
2'1-B	,310	0.9057	
2'2-B	,3'0	0.9057	
2'5-B	,600	1.1062	
2'6-B	,3'0	0.9057	
2'7-B	760	0.5255	
2'8-B	,600	1,1062	
2'9-B	760	0.5255	
220-B	,615	1.1166	
301-A	,290	0.8919	
302-A	,250	0.8642	
303-A	,250	0.8642	
304-A	,230	0.8504	
305-A	827	0.57'8	
306-A	,482	1.0246	
307-A	,230	0.8504	
308-A	,230	0.8504	
309-A	,250	0.8642	
3'0-A	,250	0.8642	
3'1-A	,230	0.8504	
3'2-A	,230	0.8504	
3'5-A	,600	1.1062	
3'6-A	,230	0.8504	
3'7-A	,250	0.8642	
3'8-A	,600	1.1062	
3'9-A	,250	0.8642	
320-A	,615	1.1166	
301-B	,290	0.89'9	
302-B	,250	0.8642	
303-B	,250	0.8642	
304-B	,230	0.8504	
305-B	827	0.5718	
306-B	,482	1.0246	
307-B	,230	0.8504	
308-B	,230	0.8504	
309-B	,250	0.8642	
3'0-B	,250	0.8642	
3'1-B	,230	0.8504	
3'2-B	,230	0.8504	
3'5-B	,600	1.1062	

RESIDENCE NUMBER	RESIDENCE SQ. FEET	PERCENTAGE INTEREST IN COMMON ELEMENTS	VOTES IN ASSOCIATION
3'6-B	,230	0.8504	.
3'7-B	,250	0.8642	.
3'8-B	,600	1.1062	.
3'9-B	,250	0.8642	.
320-B	,615	1.1166	.
404-A	,325	0.9161	.
407-A	,325	0.9161	.
408-A	,325	0.9161	.
411-A	,325	0.9161	.
412-A	,325	0.9161	.
416-A	,325	0.9161	.
404-B	,325	0.9161	.
407-B	,325	0.9161	.
408-B	,325	0.9161	.
411-B	,325	0.9161	.
412-B	,325	0.9161	.
416-B	,325	0.9161	.
TELECOMM.	96	0.0664	.
CABANA BAR	364	0.2517	.
BISTRO	<u>2,595</u>	<u>1.7926</u>	.
Totals	<u>144,639</u>	<u>100.000%</u>	