OFFICE COPY

STATE OF SOUTH CAROLINA	)	SECOND AMENDMENT TO MASTER
	)	DECLARATION FOR
COUNTY OF HORRY	)	CHARLESTON LANDING

WHEREAS, Declaration of Covenants and Restrictions for Charleston Landing dated April 2, 2001 and filed of record June 4, 2001 in the Office of the Registrar of Deeds for Horry County, South Carolina in Real Estate Deed Book 2376 at Page 1352;

WHEREAS, said Master Declaration for Charleston Landing was amended and restated by instrument dated January 7, 2002 and filed of record January 22, 2002 in the Office of the RMC for Horry County, South Carolina in Real Estate Deed Book 2445 at page 0601;

WHEREAS, Declarant, pursuant to the Covenants and Restrictions of record, which it has previously filed, has reserved unto itself, its successors and assigns the right to amend in part or in whole said Covenants and Restrictions; and

WHEREAS, Ocean Enterprises, LLC as Declarant/Developer wishes to modify in small part the Master Declaration for Charleston Landing filed January 22, 2002 and recorded in the Office of the RMC for Horry County, South Carolina in Real Estate Deed Book 2445 at page 0601;

NOW, THEREFORE, in consideration the recitation set forth above, the receipt and sufficiency of which consideration is hereby expressly acknowledged, Declarant, as undersigned, hereby amends the January 22, 2002 Master Declaration for Charleston Landing in the following particular:

1. Article 7, Subparagraph J contained on Page 45 of the Master Declaration for Charleston Landing entitled Requirement Purchaser Build Within Twelve (12) Months is hereby deleted in its entirety.

Except as modified above, the said Master Declaration for Charleston Landing is hereby reaffirmed and ratified in each and every particular.

This Second Amendment is binding upon the parties, their heirs, successors, personal representatives and assigns.

IN WITNESS WHEREOF, the duly authorized officers of the undersigned Declarant have executed this Second Amendment under seal this _____ day of September, 2004.

Signed, Sealed and Delivered
in the Presence of:

DECLARANT:
OCEAN ENTERPRISES, LLC

_____

By:_____
Robert L. Jones
Its: Managing Member

_____
As to Declarant

STATE OF NORTH CAROLINA)
)
COUNTY OF _____)

PROBATE

PERSONALLY appeared before me the undersigned witness and made oath that (s)he was present and saw the within OCEAN ENTERPRISES, LLC, by Robert L. Jones, its Managing Member, as DECLARANT, sign, seal and as the corporate act and deed, deliver the within Second Amendment to Declaration of Covenants, Conditions and Restrictions for Ocean Enterprises, LLC; deponent with the other witness whose name is subscribed above witnessed the execution thereof.

_____

SWORN to before me this
_____ day of September, 2004.

_____(L.S.)
Notary Public for North Carolina
My Commission Expires:_____.

TOTAL P.05