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HILLSBOROUGH COUNTY

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**SECOND SUPPLEMENT TO DECLARATION
OF COVENANTS, CONDITIONS AND RESTRICTIONS
OF REFLECTIONS**

This Second Supplement to Declaration of Covenants, Conditions and Restrictions of Reflections is made as of November 12, 2003, by WESTFIELD HOMES OF FLORIDA, INC., a Florida corporation, 5100 W. Lemon Street, Suite 306, Tampa, Florida 33609 (hereinafter referred to as "Declarant"), and REFLECTIONS OF HILLSBOROUGH ASSOCIATION, INC., a Florida not-for-profit corporation, 3974 Tampa Road, Suite B, Oldsmar, Florida 34677 (hereinafter referred to as "Association").

RECITALS:

WHEREAS, Declarant recorded the Declaration of Covenants, Conditions and Restrictions of Reflections on the real property described therein at O.R. Book 11771, Page 0001 of the public records of Hillsborough County, Florida, as amended by a First Supplement to Declaration of Covenants, Conditions and Restrictions of Reflections for Phases 2A and 2B recorded at O.R. Book 12623, Page 1390 of the public records of Hillsborough County, Florida (hereinafter the "Declaration"); and

WHEREAS, pursuant to Article VII, Section 5 of the Declaration, said Declaration may be amended during the first twenty-five (25) year period by an instrument signed by the Association with the approval of at least Seventy-Five Percent (75%) of the Members; and

WHEREAS, at a special meeting of the Members of the Association held on October 30, 2003, the following amendment to the Declaration was approved by a vote of eighty percent (80%) of the Owners present in person or by proxy at said meeting, which affirmative vote is sufficient to pass the Amendment as required by said Declaration;

NOW THEREFORE, Declarant and the Association hereby amend ARTICLE III, Section 13 and Section 24 of the Declaration as follows (all capitalized terms used herein have the same meanings as defined in the Declaration):

"Section 13. Fences, Walls, and Hedges. Fences, walls and hedges may be constructed or maintained only as permitted by, and with the prior written approval of, the ACC, but in no event to shall exceed six (6) feet in height, except that Declarant may construct an eight foot (8') wall along any major roadways adjoining the Property. No fence shall be constructed closer to

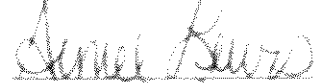
the street which the house faces than ten feet (10') back from the forward facing corners of the house. Provided, however, if a Lot abuts a conservation area or body of water the maximum height along the sides starting from the rear corners of the house shall not be more than six (6) feet in height, and shall cascade down to a height of forty-eight (48) inches in height to the rear property line. The cascade effect may either (a) begin at six feet, drop to five feet, and then to four feet, or (b) begin at six feet and immediately drop to four feet. Notwithstanding the foregoing, the rear sixteen feet (16') of the side fence and the entire rear fence must be no higher than forty-eight inches (48") in height as to not block the view of a neighboring lot. All wood fences shall be of shadow box or board on board design only and made of either pressure treated cypress or pine wood. Wood fences may be traditional dog-eared or scalloped style, or White PVC materials fences shall be of a solid panel, picket, or a combination solid panel/lattice or solid panel/picket design. No fence, wall or hedge shall be constructed or maintained between a front street and front dwelling line or between a side street and side dwelling line. No chain link fence shall be placed on or permitted to remain on any Lot or any part thereof. Each fence which is built as part of the original construction of the improvements upon the Lot(s) or placed by the Declarant on the dividing lines between the Lots shall be treated in law as if it were a party wall; and no such fence shall be deemed to be an encroachment and the general rules of law regarding party walls and liability for property damage due to negligence or willful acts or omissions shall apply thereto. The reasonable cost of repair and maintenance of a fence shall be shared equally by the Lot Owners whose property is contiguous to the fence. Additionally, the following rules with respect to fences, walls and hedges shall apply:"

"Section 24. Basketball Goals and Playground Equipment. Basketball goals and hoops may be located in front yards or in driveways provided such basketball goals and hoops meet the standards of the ACC and are approved pursuant to Article VI, Section 2, of this Declaration. Permanent basketball goals must have clear glass backboards and the design and placement thereof are subject to the approval of the ACC. All portable basketball goals shall be stored away when not in use. Playground equipment may be erected within a fenced in rear yard. No color of equipment other than brown or dark green may be visible from above the height of the fence from a neighboring Lot or street. All equipment must be maintained on a regular basis and must be approved in writing by the ACC prior to installation."

FURTHERMORE, in all other respects, the Declaration remains in full force and effect and is not amended or effected hereby.

IN WITNESS WHEREOF, the parties have caused this Second Supplement to Declaration to be duly executed the date stated above.

WITNESSES:



Print Name: Nimel Lewis



Print Name: MARY PROVOST

As to the Declarant

WESTFIELD HOMES OF FLORIDA, INC.,

A Florida Corporation

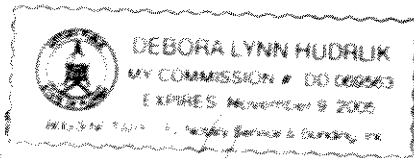
By: 

Andrew J. Berger, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12th day of November, 2003,
by Andrew J. Berger, President of Westfield Homes of Florida, Inc., a Florida corporation on
behalf of the corporation. He is personally known to me.

(AFFIX SEAL)



Notary Public: Debora Lynn Hudrik
Print Name: DEBORA LYNN HUDRIK
My Commission Expires: 11-9-05

Mary Provost
Print Name: MARY PROVOST
As to the Association

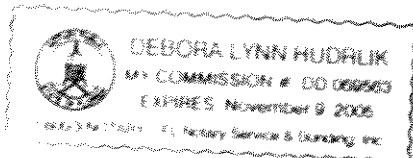
REFLECTIONS OF HILLSBOROUGH
ASSOCIATION, INC., a Florida Corporation

By: [Signature]
David Pelletz, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12th day of November, 2003,
by David Pelletz, President of Reflections of Hillsborough Association, Inc., a Florida
corporation on behalf of the corporation. He is personally known to me.

(AFFIX SEAL)



Notary Public: Debora Lynn Hudrik
Print Name: DEBORA LYNN HUDRIK
My Commission Expires: 11-9-05

CODING: The full text to be amended is stated: New words to be inserted are double underlined. Words to be deleted are lined through with hyphens.