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**SECOND AMENDMENT TO MASTER DEED
OF THE SEACREST CONDOMINIUM
HORIZONTAL PROPERTY REGIME**

THIS SECOND AMENDMENT TO MASTER DEED OF THE SEACREST CONDOMINIUM HORIZONTAL PROPERTY REGIME ("Amendment"), pursuant to the provisions of Section 27-31-10, et seq., South Carolina Code of Laws, 1976, as amended, is made and executed in Beaufort County, South Carolina, as of the 4th day of March, 1999, by THE SEA CREST DEVELOPMENT COMPANY, a South Carolina Corporation ("Declarant").

WITNESSETH:

WHEREAS, Declarant wishes to submit, pursuant to the provisions of the South Carolina Horizontal Property Act, Section 27-31-10, et seq., South Carolina Code of Laws, 1976, as amended ("Act"), certain property lying and being in the Town of Hilton Head Island, Beaufort County, South Carolina (as hereinafter defined and referred to as the "Property"), together with all buildings, structures and other improvements constructed, or to be constructed thereon, and all rights and privileges belonging or in any way appertaining thereto to the provisions of the Act as a residential and non-residential condominium project and to impose upon the land, buildings and improvements, mutually beneficial covenants, conditions and restrictions under a general plan of improvements for the benefit of the residential and non-residential condominium units and the owners thereof, and to thereafter sell and convey units subject to the covenants, conditions and restrictions herein; and

WHEREAS, Declarant established The Sea Crest Condominium Horizontal Property Regime ("Regime") by Master Deed dated December 3, 1996, and recorded in the Office of Register of Deeds for Beaufort County, South Carolina, in Official Records Book 905, page 2113 ("Master Deed"); and

WHEREAS, Declarant amended said Master Deed by filing of a First Amendment to Master Deed dated August 31, 1998, and recorded in the Office of the Register of Deeds for Beaufort County, South Carolina, in Official Records Book 1080, page 2458; and

WHEREAS, said Master Deed reserved to Declarant the right to add additional properties to the Regime; and

WHEREAS, Declarant now desires to add the Property described on the attached Exhibit "A" and the Units described on Exhibit "B" to the Regime.

NOW, THEREFORE, The Sea Crest Development Company hereby publishes and declares that the Property (as described in Exhibit "A" hereto), together with all buildings, structures and other improvements thereon and all rights and privileges belonging or in any way appertaining thereto, is herewith submitted to the terms and provisions of the South Carolina Horizontal Property Act and that hereafter it shall be held, conveyed, hypothecated, encumbered, leased, rented, used, occupied and approved, subject to the South Carolina Horizontal Property Act and the within covenants, conditions, restrictions, uses, limitations and obligations, all of which are declared and agreed to be in furtherance of a plan for the improvement of the Property and the division thereof into

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condominium units and shall run with the land and be a burden and benefit to Declarant, its successors and assigns, until all other persons acquiring or owning an interest in the land. The Units (as hereinafter defined) and the improvements, their grantees, successors, heirs, executors, administrators, devisees and assigns.

1. All definitions, terms, conditions, provisions and matters contained in and addressed in the Master Deed shall also apply to the Property submitted hereunder and to this Second Amendment to Master Deed unless specifically revised or modified herein.

2. **Specific Changes:**

a. **Unit Configurations and Numberings.** The revised Phase III-A unit configurations and numbers are as contained on Exhibit "B" attached hereto.

b. **Statutory Value for Commercial Units.** The statutory values for the Phase II Commercial Units are amended as set forth herein. The revised statutory values will take effect as of the day of recording hereof. The square footage of the Phase II Commercial Units is as follows:

2CU1	877 sq. ft.
2CU2	1,131 sq. ft.
2CU3	3,996 sq. ft.
2CU4	n/a - laundry and utility - multiple units
2CU5	280 sq. ft.
2CU6	5,793 sq. ft.

3. **Property.** Pursuant to the provisions of Section 2.2 of the Master Deed, the within Property is submitted to the Act subject to all recorded Utility Easements and other easements discussed in the Master Deed and any amendments thereto.

4. **Description of Phase III-A.** A general description of Phase III-A of the Regime submitted hereunder is as follows:

a. The number of Units in Phase III-A will be twenty-five (25) residential units and four (4) commercial units.

b. The percentage interests of each Unit Owner (i) following annexation of the within Phase III-A, and (ii) if the Owner submitting property to condominium ownership elected to proceed with all contemplated stages of development, are attached hereto as Exhibit "C".

5. **Additional Phases.** Declarant may, at its sole option, incorporate the additional phase into the Regime.

6. **Phase III-A Buildings.** The Phase III-A residential building contains twenty-five (25) residential units on five (5) floors in one building, over one floor of parking, all as more fully described on Exhibit "E" attached hereto and made a part hereof. This building contains, in total, up to Forty-five Thousand One Hundred Sixty (45,160) square feet of heated area. Of this total of twenty-five (25) residential units, five (5) are Type "K" Units, ten (10) are Type "L" Units and ten (10) are Type "M" Units. The Phase III-A commercial building contains three (3) commercial units on one (1) floor as more fully described on Exhibit "E" attached hereto and made a part hereof. This building contains in total Two Thousand Five Hundred Eighty-five (2,585) square feet of heated area. Commercial Unit 3ACU1 contains Five Hundred Sixty-three (563) square feet of heated area, Commercial Unit 3ACU2 contains Seven Hundred Eighty-nine (789) square feet of heated area, Commercial Unit 3ACU3 contains One Thousand Two Hundred Thirty-three (1,233) square feet of heated area and Commercial Unit 3ACU6 contains five (5) linen service areas located in the Phase III-A Residential Building. These buildings also contain, among other things, areas set aside for vending, parking and access (ingress and egress), roadways, common hallways, storage, detached unit storage, telephone rooms, electrical rooms, fire sprinkler rooms, trash chute rooms, trash collection rooms and facilities, maintenance areas, elevators in the Property, above-ground and underground utilities and drainage structures, equipment and apparatus and landscape amenities, related utilities and drainage and general recreational areas. The horizontal location of the Phase III-A building and other improvements located on the Property are as shown on Exhibit "E". The vertical location of the building and other improvements on the Property are as shown on Exhibit "E". A plot plan of the construction for Phase III and the floor plans of this building which show the dimensions, area and location of the Common Elements affording access to each Unit are shown on Exhibit "E".

7. **Units.** The number, location, vertical location, dimension, area and design of each residential unit in Phase III-A of the Regime are as set forth in the attached plot plans and building plans (also referred to as "Condominium Documents") issued March 4, 1999, by Wiggins and Associates, Inc. which constitute Exhibit "E" or by way of amendment thereto. The residential units are and shall be numbered according to building floor and unit number.

8. **Pedestrian Walkway.** A Pedestrian Walkway is shown on the Plat along the boundary of the Regime Property (along the boundary of Phase II and Phase III-A residential parcels). The Declarant reserves the right to relocate, on or off the Regime Property, the Pedestrian Walkway and, if necessary, to relocate landscaping and certain structures including, but not limited to, utility facilities, parking area walls, lighting, sidewalks, fences, gates, grates and retaining walls to accomplish said Pedestrian Walkway relocation.

9. An Architect's Certificate is attached hereto as Exhibit "F".

IN WITNESS WHEREOF this Second Amendment to Master Deed has been executed as the day and year first above written.

Signed, sealed and delivered
in the presence of:

**THE SEA CREST DEVELOPMENT
COMPANY, a South Carolina Corporation**

Harlem B. Murphy

By: Thomas J. Hillis, Jr.
Thomas J. Hillis, Jr.
Its: Vice-President

[Signature]

STATE OF SOUTH CAROLINA)
)
COUNTY OF BEAUFORT)

ACKNOWLEDGMENT

The undersigned notary public does hereby certify that Thomas J. Hillis, Jr., as Vice-President of The Sea Crest Development Company, a South Carolina Corporation, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official seal this the 4th day of March, 1999.

[Signature]
Notary Public for South Carolina
My commission expires: Oct 19, 2003

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STATE OF SOUTH CAROLINA)
) JOINDER OF MORTGAGEE
COUNTY OF BEAUFORT)

WHEREAS, The National Bank of South Carolina ("NBSC") is the holder of that certain Commercial Mortgage of Real Property and Security Agreement executed by The Sea Crest Development Company, a South Carolina Corporation, dated January 19, 1998, recorded in the Office of the Register of Deeds for Beaufort County, South Carolina, in Official Records Book 1007, page 494 securing a Promissory Note in the original principle amount of Nine Million and no/100 Dollars (\$9,000,000.00) ("Mortgage"); and

WHEREAS, NBSC as holder of the Mortgage, desires to join in the Second Amendment to Master Deed of The Sea Crest Condominium Horizontal Property Regime.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, The National Bank of South Carolina does hereby join in the Second Amendment to Master Deed of The Sea Crest Condominium Horizontal Property Regime, to which this Joinder is attached, for the purpose of consenting to the addition of the Phase III-A property by Declarant of such regime. The National Bank of South Carolina acknowledges and agrees that the Mortgage shall hereinafter encumber all units ("Units") as described in the Second Amendment to Master Deed, together with the undivided rights in common elements and all other interest appurtenant to such Units. The National Bank of South Carolina makes no representation or warranty as to the validity of the documents creating the regime nor as to the development and physical condition of the property described in the Second Amendment to Master Deed.

Executed this 23rd day of February, 1999.

Signed, sealed and delivered
in the presence of:

THE NATIONAL BANK OF SOUTH
CAROLINA

Margaret J. Lachman
Millicent Johnson

By: W.V. King
Name Printed: WADE V. KING
Its: VICE PRESIDENT

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STATE OF SOUTH CAROLINA)
)
COUNTY OF BEAUFORT) **ACKNOWLEDGMENT**

Vice
President

The undersigned notary public does hereby certify that ^{Wade V. King} ~~XXXXXXXXXXXXXXXXXXXX~~, as ~~XXXXXXXXXXXXXXXXXXXX~~ of The National Bank of South Carolina, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official seal this the 23rd day of February, 1999.

Milena D. Jones
Notary Public for South Carolina
My Commission expires My Commission Expires January 26, 2009

STATE OF SOUTH CAROLINA)
) JOINDER OF MORTGAGEE
COUNTY OF BEAUFORT)

WHEREAS, Graves Apartments, Inc., a South Carolina Corporation ("Graves") is the holder of that certain Commercial Mortgage of Real Property and Security Agreement executed by The Sea Crest Development Company, a South Carolina Corporation, dated January 19, 1998, recorded in the Office of the Register of Deeds for Beaufort County, South Carolina, in Official Records Book 1007, page 559 securing a Promissory Note in the original principle amount of Three Million Eight Hundred Sixty-eight Thousand Five Hundred Eighty and no/100 Dollars (\$3,868,580.00) ("Mortgage"); and

WHEREAS, Graves, as holder of the Mortgage, desires to join in the Second Amendment to Master Deed of The Sea Crest Condominium Horizontal Property Regime.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Graves Apartments, Inc. does hereby join in the Second Amendment to Master Deed of The Sea Crest Condominium Horizontal Property Regime, to which this Joinder is attached, for the purpose of consenting to the addition of the Phase III-A property by Declarant of such regime. Graves Apartments, Inc. acknowledges and agrees that the Mortgage shall hereinafter encumber all units ("Apartments" and "Commercial Units") (collectively referred to as "Units") as described in the Second Amendment to Master Deed, together with the undivided rights in common elements and all other interest appurtenant to such Units. Graves Apartments, Inc. makes no representation or warranty as to the validity of the documents creating the regime nor as to the development and physical condition of the property described in the Second Amendment to Master Deed.

Executed this 4th day of March, 1999.

Signed, sealed and delivered
in the presence of:

GRAVES APARTMENTS, INC., a South
Carolina Corporation

Karen B. Murphy

By: [Signature]
Name Printed: ROBERT L. GRAVES
Its: President

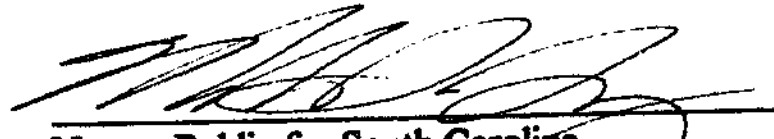
[Signature]

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STATE OF SOUTH CAROLINA)
)
COUNTY OF BEAUFORT) **ACKNOWLEDGMENT**

The undersigned notary public does hereby certify that Robert L. Graves
as _____ President of Graves Apartments, Inc., a South Carolina Corporation, personally
appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official seal this the 4th day of March, 1999.



Notary Public for South Carolina
My commission expires: Oct 19, 2003

EXHIBIT "A"**Third Phase Submitted to
the Regime**

Phase III-A of the Regime

All those certain pieces, parcels or lots of land, with all improvements thereon, situate, lying and being in the County of Beaufort, State of South Carolina, being more particularly shown and designated as "Phase III-A Residential 0.366 acres" and "Phase III-A Commercial 0.144 acres" on that certain plat entitled "Beach Act Disclosure and As-Built Survey of Portions of the Sea Crest P.U.D. Including Phases I, II and III-A, Sea Crest Condominium Horizontal Property Regime North Forest Beach Drive (Sometimes called Phase III and IV, Sea Crest P.U.D.) A Section of Parcels A & B, Blocks 1 & 2, Forest Beach Subdivision, Hilton Head Beach Subdivision" dated March 4, 1999, prepared for Declarant by Terry G. Hatchell of Surveying Consultants, and recorded in the Office of the Register of Deeds for Beaufort County, South Carolina, in Plat Book 69, page 50 and according to said Plat, having the following metes and bounds to wit:

Commencing at a point being the intersection of the northeastern boundary of the right-of-way of Coligny Circle and the southern boundary of the right-of-way of North Forest Beach Drive, being a concrete monument; thence North 65°34'55" East a distance of 186.1 feet along the southern right-of-way of said North Forest Beach Drive to an iron pipe at South Carolina Grid coordinates of Northering 112734.97 feet, Easting 2077313.21 feet; thence North 65°34'55" East a distance of 380.00 feet along the southern boundary of said North Forest Beach Drive to a point; thence South 24°18'26" East a distance of 364.87 feet to a point at south Carolina Grid coordinates of Northering 112559.46 feet, Easting 2077809.44 feet, being the point of beginning; thence South 24°18'26" East a distance of 75.12 feet to a concrete monument at the northwestern boundary of the Strand block; thence South 65°33'44" West a distance of 221.04 feet along the northwestern boundary of the Strand block to a point; thence North 24°17'44" West a distance of 42.28 feet to a point; thence North 20°43'37" East a distance of 43.33 feet to a point; thence North 24°03'52" West a distance of 0.82 feet to a point; thence North 65°07'15" East a distance of 190.38 feet to the point of beginning.

and

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Commencing at a point being the intersection of the northeastern boundary of the right-of-way of Coligny Circle and the southern boundary of the right-of-way of North Forest Beach Drive, being a concrete monument; thence North $65^{\circ}34'55''$ East a distance of 186.1 feet along the southern right-of-way of said North Forest Beach Drive to an iron pipe at South Carolina Grid coordinates of Northing 112734.97 feet, Easting 2077313.21 feet, being the point of beginning; thence North $65^{\circ}34'55''$ East a distance of 53.74 feet along the southern boundary of said North Forest Beach Drive to a point; thence South $23^{\circ}02'29''$ East a distance of 58.38 feet to a point; thence North $66^{\circ}57'31''$ East a distance of 23.60 feet to a point; thence South $20^{\circ}07'53''$ West a distance of 108.94 feet to a point on the northern boundary of The Breakers; thence North $24^{\circ}12'37''$ West a distance of 136.64 feet to a point, being the point of beginning.

EXHIBIT "B"

Phase III-A Units

3101M
3102L
3103K
3104L
3105M

3201M
3202L
3203K
3204L
3205M

3301M
3302L
3303K
3304L
3305M

3401M
3402L
3403K
3404L
3405M

3501M
3502L
3503K
3504L
3505M

3ACU1
3ACU2
3ACU3
3ACU6

EXHIBIT "C"

**Table of Total Percentage Interests
of Owners Upon the Addition
of Phase III-A**

<u>Apartment Number</u>	<u>Statutory Value</u>	<u>Percentage Interest</u>
1101C	\$ 417,510.81	0.009316591
1102A	313,963.07	0.007005964
1103A	313,963.07	0.007005964
1104A	313,963.07	0.007005964
1105A	313,963.07	0.007005964
1106B	433,314.85	0.009669252
1201C	432,424.53	0.009649385
1202A	313,963.07	0.007005964
1203A	313,963.07	0.007005964
1204A	313,963.07	0.007005964
1205A	313,963.07	0.007005964
1206B	433,314.85	0.009669252
1301C	432,424.53	0.009649385
1302A	313,963.07	0.007005964
1303A	313,963.07	0.007005964
1304A	313,963.07	0.007005964
1305A	313,963.07	0.007005964
1306B	433,314.85	0.009669252
1401C	432,424.53	0.009649385
1402A	313,963.07	0.007005964
1403A	313,963.07	0.007005964
1404A	313,963.07	0.007005964
1405A	313,963.07	0.007005964
1406B	433,314.85	0.009669252
1501C	432,424.53	0.009649385
1502A	313,963.07	0.007005964
1503A	313,963.07	0.007005964
1504A	313,963.07	0.007005964
1505A	313,963.07	0.007005964
1506B	433,314.85	0.009669252
2102C	432,424.53	0.009649385
2104A	313,963.07	0.007005964
2106A	313,963.07	0.007005964
2108A	313,963.07	0.007005964
2110A	313,963.07	0.007005964

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2111A	313,963.07	0.007005964
2112D	450,186.26	0.010045731
2113A	313,963.07	0.007005964
2115D	450,186.26	0.010045731
2201G	262,241.39	0.005851814
2202C	432,424.53	0.009649385
2203E	235,175.91	0.005247859
2204A	313,963.07	0.007005964
2205F	239,093.28	0.005335273
2206A	313,963.07	0.007005964
2207E	235,175.91	0.005247859
2208A	313,963.07	0.007005964
2209H	462,873.20	0.010328835
2210A	313,963.07	0.007005964
2211A	313,963.07	0.007005964
2212D	450,186.26	0.010045731
2213A	313,963.07	0.007005964
2215D	450,186.26	0.010045731
2301G	262,241.39	0.005851814
2302C	432,424.53	0.009649385
2303E	235,175.91	0.005247859
2304A	313,963.07	0.007005964
2305F	239,093.28	0.005335273
2306A	313,963.07	0.007005964
2307E	235,175.91	0.005247859
2308A	313,963.07	0.007005964
2309H	462,873.20	0.010328835
2310A	313,963.07	0.007005964
2311A	313,963.07	0.007005964
2312D	450,186.26	0.010045731
2313A	313,963.07	0.007005964
2315D	450,186.26	0.010045731
2401G	262,241.39	0.005851814
2402C	432,424.53	0.009649385
2403E	235,175.91	0.005247859
2404A	313,963.07	0.007005964
2405F	239,093.28	0.005335273
2406A	313,963.07	0.007005964
2407E	235,175.91	0.005247859
2408A	313,963.07	0.007005964
2409H	462,873.20	0.010328835
2410A	313,963.07	0.007005964
2411A	313,963.07	0.007005964

2412D	450,186.26	0.010045731
2413A	313,963.07	0.007005964
2415D	450,186.26	0.010045731
2501G	262,241.39	0.005851814
2502C	432,424.53	0.009649385
2503E	235,175.91	0.005247859
2504A	313,963.07	0.007005964
2505F	239,093.28	0.005335273
2506A	313,963.07	0.007005964
2507E	235,175.91	0.005247859
2508A	313,963.07	0.007005964
2509H	462,873.20	0.010328835
2510A	313,963.07	0.007005964
2511A	313,963.07	0.007005964
2512D	450,186.26	0.010045731
2513A	313,963.07	0.007005964
2515D	450,186.26	0.010045731
2PH3J	439,502.51	0.009807327
2PH4J	439,502.51	0.009807327
2PH5J	439,502.51	0.009807327
2CU1	131,125.00	0.002926003
2CU2	156,981.00	0.00350297
2CU3	-0-	-0-
2CU4	-0-	-0-
2CU5	43,331.00	0.000966914
2CU6	433,315.00	0.009669255
3101M	453,346.87	0.010116259
3102L	326,606.50	0.007288097
3103K	453,346.87	0.010116259
3104L	326,606.50	0.007288097
3105M	453,346.87	0.010116259
3201M	453,346.87	0.010116259
3202L	326,606.50	0.007288097
3203K	453,346.87	0.010116259
3204L	326,606.50	0.007288097
3205M	453,346.87	0.010116259
3301M	453,346.87	0.010116259
3302L	326,606.50	0.007288097
3303K	453,346.87	0.010116259
3304L	326,606.50	0.007288097
3305M	453,346.87	0.010116259
3401M	453,346.87	0.010116259
3402L	326,606.50	0.007288097

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3403K	453,346.87	0.010116259
3404L	326,606.50	0.007288097
3405M	453,346.87	0.010116259
3501M	453,346.87	0.010116259
3502L	326,606.50	0.007288097
3503K	453,346.87	0.010116259
3504L	326,606.50	0.007288097
3505M	453,346.87	0.010116259
3ACU1	75,000.00	0.001673596
3ACU2	100,000.00	0.002231461
3ACU3	75,000.00	0.001673596
3ACU6	<u>-0-</u>	<u>-0-</u>

\$44,813,688.27

100%

Number of Units: 133

**Table of Total Percentage Interests
of Owners Upon the Addition
of all Phases**

<u>Apartment Number</u>	<u>Statutory Value</u>	<u>Percentage Interest</u>
1101C	\$ 417,510.81	0.009285511
1102A	313,963.07	0.006982592
1103A	313,963.07	0.006982592
1104A	313,963.07	0.006982592
1105A	313,963.07	0.006982592
1106B	433,314.85	0.009636995
1201C	432,424.53	0.009617194
1202A	313,963.07	0.006982592
1203A	313,963.07	0.006982592
1204A	313,963.07	0.006982592
1205A	313,963.07	0.006982592
1206B	433,314.85	0.009636995
1301C	432,424.53	0.009617194
1302A	313,963.07	0.006982592
1303A	313,963.07	0.006982592
1304A	313,963.07	0.006982592
1305A	313,963.07	0.006982592
1306B	433,314.85	0.009636995
1401C	432,424.53	0.009617194
1402A	313,963.07	0.006982592
1403A	313,963.07	0.006982592
1404A	313,963.07	0.006982592
1405A	313,963.07	0.006982592
1406B	433,314.85	0.009636995
1501C	432,424.53	0.009617194
1502A	313,963.07	0.006982592
1503A	313,963.07	0.006982592
1504A	313,963.07	0.006982592
1505A	313,963.07	0.006982592
1506B	433,314.85	0.009636995
2102C	432,424.53	0.009617194
2104A	313,963.07	0.006982592
2106A	313,963.07	0.006982592
2108A	313,963.07	0.006982592
2110A	313,963.07	0.006982592
2111A	313,963.07	0.006982592
2112D	450,186.26	0.010012218

2113A	313,963.07	0.006982592
2115D	450,186.26	0.010012218
2201G	262,241.39	0.005832293
2202C	432,424.53	0.009617194
2203E	235,175.91	0.005230352
2204A	313,963.07	0.006982592
2205F	239,093.28	0.005317475
2206A	313,963.07	0.006982592
2207E	235,175.91	0.005230352
2208A	313,963.07	0.006982592
2209H	462,873.20	0.010294378
2210A	313,963.07	0.006982592
2211A	313,963.07	0.006982592
2212D	450,186.26	0.010012218
2213A	313,963.07	0.006982592
2215D	450,186.26	0.010012218
2301G	262,241.39	0.005832293
2302C	432,424.53	0.009617194
2303E	235,175.91	0.005230352
2304A	313,963.07	0.006982592
2305F	239,093.28	0.005317475
2306A	313,963.07	0.006982592
2307E	235,175.91	0.005230352
2308A	313,963.07	0.006982592
2309H	462,873.20	0.010294378
2310A	313,963.07	0.006982592
2311A	313,963.07	0.006982592
2312D	450,186.26	0.010012218
2313A	313,963.07	0.006982592
2315D	450,186.26	0.010012218
2401G	262,241.39	0.005832293
2402C	432,424.53	0.009617194
2403E	235,175.91	0.005230352
2404A	313,963.07	0.006982592
2405F	239,093.28	0.005317475
2406A	313,963.07	0.006982592
2407E	235,175.91	0.005230352
2408A	313,963.07	0.006982592
2409H	462,873.20	0.010294378
2410A	313,963.07	0.006982592
2411A	313,963.07	0.006982592
2412D	450,186.26	0.010012218
2413A	313,963.07	0.006982592

2415D	450,186.26	0.010012218
2501G	262,241.39	0.005832293
2502C	432,424.53	0.009617194
2503E	235,175.91	0.005230352
2504A	313,963.07	0.006982592
2505F	239,093.28	0.005317475
2506A	313,963.07	0.006982592
2507E	235,175.91	0.005230352
2508A	313,963.07	0.006982592
2509H	462,873.20	0.010294378
2510A	313,963.07	0.006982592
2511A	313,963.07	0.006982592
2512D	450,186.26	0.010012218
2513A	313,963.07	0.006982592
2515D	450,186.26	0.010012218
2PH3J	439,502.51	0.00977461
2PH4J	439,502.51	0.00977461
2PH5J	439,502.51	0.00977461
2CU1	131,125.00	0.002916242
2CU2	156,981.00	0.003491284
2CU3	-0-	-0-
2CU4	-0-	-0-
2CU5	43,331.00	0.00963689
2CU6	433,315.00	0.009636999
3101M	453,346.87	0.010082511
3102L	326,606.50	0.007263784
3103K	453,346.87	0.010082511
3104L	326,606.50	0.007263784
3105M	453,346.87	0.010082511
3201M	453,346.87	0.010082511
3202L	326,606.50	0.007263784
3203K	453,346.87	0.010082511
3204L	326,606.50	0.007263784
3205M	453,346.87	0.010082511
3301M	453,346.87	0.010082511
3302L	326,606.50	0.007263784
3303K	453,346.87	0.010082511
3304L	326,606.50	0.007263784
3305M	453,346.87	0.010082511
3401M	453,346.87	0.010082511
3402L	326,606.50	0.007263784
3403K	453,346.87	0.010082511
3404L	326,606.50	0.007263784

2126

3405M	453,346.87	0.010082511
3501M	453,346.87	0.010082511
3502L	326,606.50	0.007263784
3503K	453,346.87	0.010082511
3504L	326,606.50	0.007263784
3505M	453,346.87	0.010082511
3ACU1	75,000.00	0.001668013
3ACU2	100,000.00	0.002224017
3ACU3	75,000.00	0.001668013
3BCU4	75,000.00	0.001668013
3BCU5	75,000.00	0.001668013
3ACU6	<u>-0-</u>	<u>-0-</u>
	\$44,963,688.27	100%

Number of Units: 135

2127

EXHIBIT D

Phase III-A As Built Survey as recorded in Plat Book 69p50

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EXHIBIT "E"

**Phase III-A Horizontal Location,
Vertical Location, Plot Plan
and Floor Plans**

The components of this Exhibit are detached and recorded in the Office of the Register of Deeds for Beaufort County, South Carolina, in Plat Book 69, page 50.

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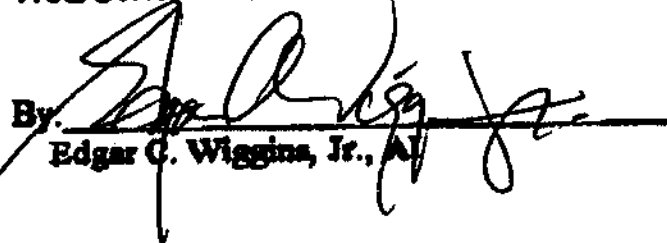
EXHIBIT "E"

Architect's Certificate


ARCHITECT'S CERTIFICATE

Pursuant to Section 27-31-110, South Carolina Code (1976), as amended, upon my information and belief, I certify that the Building Plans represented in the attached Exhibit "E" of this Second Amendment to Master Deed of Sea Crest Horizontal Property Regime, consisting of the Phase III-A units (situated upon real estate described in the attached Exhibit "A") depict (within reasonable construction tolerances) the layout, location, number identification and dimension of the buildings and improvements contained in Phase III-A of the Regime, except for minor variations which are customary in projects of this nature, said Plans being dated March 4, 1999.

WIGGINS AND ASSOCIATES

By: 
Edgar C. Wiggins, Jr., AIA

Sworn to and subscribed before me this 4th day of March, 1999


Notary Public for South Carolina
My commission expires: 7-17-2008

JBP 8737

FILED
JOHN A. SULLIVAN - RMC
BEAUFORT COUNTY, S.C.

99 MAR -9 AM 9:58

BK 1144 PG 2108
FOLDER#

2130