

PREPARED BY AND RETURN TO:

Craig A. Minegar, Esq.
Greenberg Traurig, P.A.
111 N. Orange Ave., 20th Floor
Orlando, FL 32801



Orange Co FL 2000-0451963
10252000 02:25:26pm
OR Bk 6115 Pg 4273
Rec 15.00

**ASSIGNMENT AND ASSUMPTION
OF DECLARANT'S RIGHTS AND OBLIGATIONS
(METROWEST)**

KNOW ALL PERSONS BY THESE PRESENTS:

WHEREAS, DEBRA, INC., a Florida corporation, whose address is 2100 South Hiawasse Road, Orlando, Florida 32811 ("Assignor"), has conveyed to LESLIE, L.L.C., a Florida limited liability company, whose address is c/o SouthStar Development Partners, Inc., 255 Alhambra Circle, Suite 312, Coral Gables, Florida 33134 ("Assignee"), certain real property subject to the Declaration hereinafter described (the "Property"); and

WHEREAS, the Property is encumbered by that certain Declaration of Protective Covenants and Restrictions for MetroWest recorded March 13, 1986 in Official Records Book 3759, Page 2756; Agreement Concerning Transfer of Responsibilities recorded September 17, 1986 in Official Records Book 3820, Page 4314; Supplement No. 1 to the Master Declaration of Protective Covenants and Restrictions for MetroWest recorded August 20, 1987 in Official Records Book 3913, Page 2944; Supplement No. 2 to the Master Declaration of Protective Covenants and Restrictions for MetroWest recorded November 17, 1987 in Official Records Book 3936, Page 4185; Supplement No. 3 to the Master Declaration of Protective Covenants and Restrictions for MetroWest recorded March 28, 1988 in Official Records Book 3968, Page 1279; First Amendment to Master Declaration of Protective Covenants and Restrictions for MetroWest recorded August 30, 1996 in Official Records Book 5114, Page 1077, all of the Public Records of Orange County, Florida (collectively, the "Declaration"); and

WHEREAS, Assignor is the Declarant under the Declaration; and

WHEREAS, Assignor has agreed to assign to Assignee all of Assignor's rights, privileges, powers, authorities, liabilities and obligations as the Declarant or the Developer granted or reserved in, to and under the Declaration (collectively, "Declarant's Rights and Obligations"), and Assignee has agreed to accept and assume Declarant's Rights and Obligations from and after the date hereof.

NOW, THEREFORE, for and in consideration of the sum of Ten Dollars (\$10.00) and other valuable consideration the receipt and sufficiency of which are hereby acknowledged by Assignor and Assignee, Assignor does hereby assign and transfer to Assignee, without representation or warranty, all of the Declarant's Rights and Obligations and Assignee hereby

accepts, assumes and agrees to perform and abide by all of the Declarant's Rights and Obligations from and after the date hereof.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment and Assumption of Declarant's Rights and Obligations to be executed as of the 24 day of October, 2000.

Signed, sealed and delivered in the presence of:

ASSIGNOR:

OR Bk 6115 Pg 4274
Orange Co FL 2000-0451963

DEBRA, INC., a Florida corporation

Julie L Fisher

Print Name: Julie L Fisher

By: [Signature]

Camille A. Chebeir, President

[Signature]

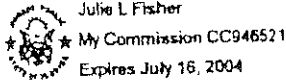
Print Name: Camille A. Chebeir

STATE OF FLORIDA
COUNTY OF ORANGE

I hereby certify that the foregoing instrument was acknowledged before me this 23rd day of October, 2000 by Camille A. Chebeir, as President of DEBRA, INC., a Florida corporation. He is personally known to me, or has produced NY drivers license as identification.

[Affix Notary Stamp/Seal]

Julie L Fisher
NOTARY PUBLIC
Print Name: _____



ASSIGNEE:

LESLIE, L.L.C., a Florida limited liability company

OR Bk 6115 Pg 4275
Orange Co FL 2000-0451963

Recorded - Martha D. Haynie

Signed, sealed and delivered
in the presence of:

Ronnie Young

Print Name: Ronnie Young

Ilona Matteson

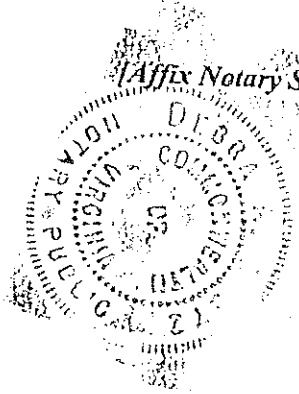
Print Name: Ilona Matteson

By: [Signature]
Nathan D. Benson, Manager

STATE OF Virginia
City Virginia Beach
COUNTY OF Virginia Beach

I hereby certify that the foregoing instrument was acknowledged before me this 20th
day of October, 2000 by Nathan D. Benson, as Manager of LESLIE, 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.

[Affix Notary Stamp/Seal]



Debra A. Dietz

NOTARY PUBLIC

Print Name: DEBRA A. DIETZ

My commission expires 8/31/02