

ROADWAY AGREEMENT

THIS ROADWAY AGREEMENT ("Agreement") is made and entered into as of June 9th, 2004, by and between HAMPTON RIDGE DEVELOPERS, LLC, a Delaware limited liability company ("Developer"), and SOUTHERN HILLS PLANTATION HOMEOWNERS ASSOCIATION, INC., a Florida non-profit corporation ("Association"), with reference to the following facts:

A. Developer is the owner and developer of certain real property located in the City of Brooksville, Hernando County, Florida, commonly known as Phase 1 of the Southern Hills Plantation project ("Property").

B. The Association has been formed as the master homeowners' association for the project to be developed within the Property.

C. The Developer intends to convey the roadways within the Property to the Association to be owned and maintained by the Association as common area in accordance with the purposes and powers of the Association as set forth in its Articles of Incorporation filed with the Secretary of State of the State of Florida ("Articles").

D. The Association deems it to be in the best interests of the future Owners within the Property to agree to accept title to and the maintenance obligations associated with the roadways within the Property.

NOW, THEREFORE, in consideration of the rights and easements to be granted to the Association with respect to the Property pursuant to the Declaration of Covenants, Conditions and Restrictions to be recorded by the Developer, and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Association hereby agrees to accept ownership and maintenance responsibility for the roadways within the Property as and when the Developer conveys such roadways to the Association. The Association shall own such roadways as common area and provide for the maintenance of such roadways for the benefit of all future Owners within the Property, all in accordance with the Declaration.

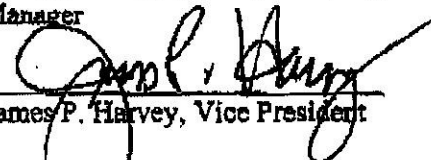
IN WITNESS WHEREOF, the Developer and the Association have entered into this Agreement as of the date and year first above written.

HAMPTON RIDGE DEVELOPERS, LLC,
a Delaware limited liability company

By: LandMar Group, LLC,
a Delaware limited liability company


Its: Sole Member

By: LandMar Management, LLC,
a Delaware limited liability company,
its Manager

By: 
James P. Harvey, Vice President

[Signatures continued on next page.]

SOUTHERN HILLS PLANTATION
HOMEOWNERS' ASSOCIATION, INC.,
a Florida non-profit corporation

By: 
James R. Harvey, President