

Prepared by and Return to:

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061784/0102

Tax Parcel # 2407-144-0001-000-5
2407-124-0001-000-3
2408-233-0001-000-1

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED is made this 31st day of January, 2006, by and between **FM FLORIDA LAND COMPANY LLC**, a Delaware limited liability company, whose address for notices is 1682 West Hibiscus Boulevard, Melbourne, Florida 32901 (the "Grantor"), and **FM MILLCREEK HOLDING, LLC**, a Florida limited liability company, whose address for notices is 1682 West Hibiscus Boulevard, Melbourne, Florida 32901 (the "Grantee").

WITNESSETH:

That the Grantor, in consideration of the sum of Ten Dollars and other valuable consideration paid by the Grantee, receipt and sufficiency of which is acknowledged, has granted, bargained and sold to the Grantee, its successors and assigns forever, the following described real property located in St. Lucie County, Florida (the "Property").

See **Exhibit A** attached hereto and incorporated herein.

Together with all the rights, tenements, improvements, hereditaments, easements and appurtenances thereto belonging or in anywise appertaining.

To have and to hold the same in fee simple forever.

The benefits and obligations hereunder shall inure to and be binding upon the successors and assigns of the respective parties hereto, and the Grantor warrants that, except as provided on **Exhibit B** attached hereto as to which matters this conveyance is expressly made subject, at the time of delivery of this deed, the Property was free from all encumbrances made by the Grantor and that Grantor will warrant and defend the same against lawful claims and demands of all persons claiming, by, through or under the Grantor but against none other. Grantor warrants that the Property is not homestead property.

CLERK'S NOTE: This transaction is a conveyance of real estate to a wholly-owned entity. The real estate is encumbered with a mortgage securing the principal sum of \$4,950,000. Accordingly, pursuant to Crescent Miami Center, LLC v. Department of Revenue, SC03-2063 (May 19, 2005), deed documentary stamp taxes in the amount of \$34,650.00 are being paid in connection with the recordation of this document based on the outstanding principal sum secured by the mortgage.

IN WITNESS WHEREOF, the undersigned Grantor has executed this instrument as of the day and year first above written.

Signed and sealed in the presence of:

“GRANTOR”

Nandra R. Ramnarine
Nandra R. Ramnarine
Print or type name

Jannine Hertzell
Jannine Hertzell
Print of type name

FM FLORIDA LAND COMPANY, LLC, a Delaware limited liability company

By: Forte Macaulay Development Consultants, Inc., a Florida corporation Its Manager

By: Hugh M. Evans, Jr.
Name: HUGH M. EVANS, JR.
Title: President

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 27th day of January, 2006, by Hugh M. Evans, Jr., as President of Forte Macaulay Development Consultants, Inc., a Florida corporation, the Manager of FM Florida Land Company, LLC, a Delaware limited liability company. Such person did not take an oath and: *(notary must check applicable box)*

- is/are personally known to me.
- produced a current _____ driver’s license as identification.
- produced _____ as identification.

{Notary Seal must be affixed}

Nandra R. Ramnarine
Signature of Notary

Nandra R. Ramnarine

Name of Notary

Commission Number (if not legible on seal): _____

My Commission Expires (if not legible on seal): _____

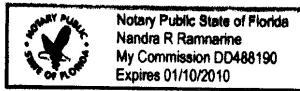


Exhibit "A"
Legal Description

Parcel A:

A parcel of land lying in Section 7, Township 35 South, Range 40 East, St. Lucie County, Florida. Being more particularly described as follows:

PARCEL 1:

The S 1/2 of the SE 1/4 of the NE 1/4 of the NE 1/4; and the SW 1/4 of the NE 1/4 of the NE 1/4; and SE 1/4 of the NW 1/4 of the NE 1/4; LESS the North 50 feet thereof; and SE 1/4 of the NE 1/4, LESS the North 254.5 feet of the South 294.5 feet of the East 300 feet of the SE 1/4 of the NE 1/4, LESS the NE 1/4; and the East 791.25 feet of the SW 1/4 of the NE 1/4; LESS rights of way for public roads and drainage canals as to all of said parcels; all in Section 7, Township 35 South, Range 40 East, St. Lucie County, Florida.

PARCEL 2:

The North 254.5 feet of the South 294.5 feet of the East 300 feet of the SE 1/4 of the SE 1/4 of the NE 1/4 of Section 7, Township 35 South, Range 40 East, St. Lucie County, Florida.

PARCEL 3:

That part of the West 25 feet of the SW 1/4 of the SW 1/4 of the NW 1/4 of Section 8, Township 35 South, Range 40 East, which lies North of Orange Avenue Extension and South of the drainage canal (said 25 foot strip being approximately 355 feet North and South); LESS and except that portion taken for Road Right of Way as described as Parcel No. 211 in Official Records Book 1415, Page 421, St. Lucie County, Florida.

LESS AND EXCEPT THE SOUTH 600.00 FEET THEREOF.

Parcel B:

A parcel of land lying in Section 7, Township 35 South, Range 40 East, St. Lucie County, Florida. Being more particularly described as follows:

The West 725.27 feet of the South 600.00 feet of the following described property:

The East 791.25 feet of the Southwest quarter of the Northeast quarter of said Section 7, Less Right-of-Way for public roads and drainage canals.

LESS AND EXCEPT THE FOLLOWING PARCEL:

A portion of the Southwest Quarter (SE 1/4) of the Northeast Quarter (NE 1/4) of Section 7, Township 35 South, Range 40 East, St. Lucie County, Florida being more particularly described as follows:

Commence at the Southeast corner of the Southwest Quarter (SW ¼) of the Northeast Quarter (NE ¼) of said Section 7; thence North 00°00'56" East along the east line of the Southwest Quarter (SW ¼) of the Northeast Quarter (NE ¼) of said Section 7, for 40.00 feet; thence South 89°42'09" West along a line 40 feet north from and parallel with, as measured at right angles to the South line of the Southwest Quarter (SW ¼) of the Northeast Quarter (NE ¼) of said Section 7, for 65.98 feet to the Point of Beginning; Thence continue South 89°42'09" West along said parallel line, for 157.17 feet; Thence North 00°17'51" West, for 92.93 feet to a Point of Curvature with a curve concave to the Southwest, said curve having a radius of 206.46 feet and a central angle of 34°44'37"; Thence Northwesterly along said curve for 125.20 feet to a Point of Tangency; Thence North 35°02'28" West, for 109.91 feet to a Point of Curvature with a curve concave to the East, said curve having a radius of 280.00 feet and a central angle of 39°48'56"; Thence Northerly along said curve for 194.58 feet to a Point of Tangency; Thence North 04° 46'28" East, for 18.58 feet to a Point of Curvature with a curve concave to the East, said curve having a radius of 477.11 and a central angle of 11°47'43"; Thence Northerly along said curve for 98.22 feet; Thence North 89°42'09" East along a line 640 feet North from and Parallel with, as measured at right angles to the South line of the Southwest Quarter (SW ¼) of the Northeast Quarter (NE ¼) of said Section 7, for 288.42 feet; Thence South 00°00'56" West along the East line of the West 725.27 feet of the East 791.25 feet of the Southwest Quarter (SW ¼) of the Northeast Quarter (NE ¼) of said Section 7, for 600.01 feet to the Point of Beginning.

Subject to existing easements, rights-of-way, covenants, reservations and restrictions of record, if any.

Said lands lying and situate in St. Lucie County, Florida.

Exhibit B

1. Real estate taxes and assessments for the year 2006 and subsequent years, not yet due and payable.
2. Reservation as set forth in instrument recorded in O.R. Book 629, page 913 of the public records of St. Lucie County, Florida.
3. Easement granted to Florida Power & Light Company by instrument recorded in Deed Book 74, page 238 of the public records of St. Lucie County, Florida.
4. Easement granted to Florida Power & Light Company by instrument recorded in O.R. Book 190, page 1094 of the public records of St. Lucie County, Florida.
5. Subordination of Utility Interests as set forth in instrument recorded in O.R. Book 1415, page 770 of the public records of St. Lucie County, Florida.
6. Easement and Right of Way as set forth in instrument recorded in O.R. Book 1415, page 421, as affected by Agreed Stipulated Final Judgment recorded in O.R. Book 1669, page 2211, both of the public records of St. Lucie County, Florida.
7. Mortgage, Security Agreement and Assignment of Leases and Rents in favor of Branch Banking and Trust Company recorded in O.R. Book 2430, page 2550 of the public records of St. Lucie County, Florida.
8. Rights of tenants pursuant to unrecorded Lease Agreement dated November 18, 2005 between Orange Avenue Development, LLC, as lessor, and Harry B. Albritton, as lessee, as assigned to FM Florida Land Company, LLC pursuant to Assignment and Assumption of Lease dated November 28, 2005.