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WEST FLAGLER ASSOCIATES, LTD.

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AMENDMENT
TO
AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP
OF
WEST FLAGLER ASSOCIATES, LTD.

THIS AMENDMENT (this "**Amendment**") to AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF WEST FLAGLER ASSOCIATES, LTD. (the "**Partnership**") is made and entered into and effective as of December 8, 2016, by and among Southwest Florida Enterprises, Inc., BHH, Inc. and Hecht Investments, Ltd., as all of the General Partners (as defined in the Partnership Agreement, as hereinafter defined), on behalf of and in the name of all of the General Partners and Limited Partners of the Partnership and as the attorney-in-fact of all of the Limited Partners of the Partnership, and Isabelle Amdur, as Trustee of the GST Trust under Article Third f/b/o Isabelle Amdur under the Isabelle Amdur Family Trust dated January 20, 2004 (the "**Trust**").

RECITALS

WHEREAS, the Amended and Restated Agreement and Certificate of Limited Partnership of West Flagler Associates, Ltd. dated and effective as of July 1, 1991 was filed with the Secretary of State of the State of Florida on June 15, 1992 (as amended, the "**Partnership Agreement**"); and

WHEREAS, Isabelle Amdur, as Trustee of the Residuary Trust f/b/o Isabelle Hecht Amdur u/w of Isadore Hecht dated January 25, 1972 ("**Assignor**") has assigned and transferred as of the date hereof to the Trust a 1.25% Limited Partner's interest (the "**Interest**"); and

WHEREAS, the parties hereto desire to amend the Partnership Agreement to reflect the admission of the Trust as a substitute Limited Partner of the Partnership holding and owning an Interest in the Partnership pursuant to the requirements of Section 11.7 of the Partnership Agreement.

WITNESSETH

NOW, THEREFORE, in consideration of the mutual promises of the parties hereto, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged hereby, the parties hereto, intending legally to be bound, hereby agree as follows:

1. Capitalized Terms. Unless otherwise expressly stated, all capitalized terms used herein shall have the meaning ascribed to them in the Partnership Agreement.

2. Trust Bound by Partnership Agreement. The Trust hereby accepts and agrees to be bound by and comply with all of the terms and provisions of the Partnership Agreement with respect to the Interest.

3. Trust's Assumption of Obligations. The Trust hereby assumes each and every obligation of the Assignor with respect to the Interest and agrees to discharge same in accordance with the terms of the Partnership Agreement to the extent such obligation arises on or following the date hereof and relates to, or is in respect of, the Interest.

4. Investment Purpose. The Trust has acquired the Interest for investment and not for resale.

5. General Partners' Consent and Operative Amendment.

(a) The General Partners hereby consent to and approve the admission of the Trust as a Limited Partner of the Partnership holding and owning the Interest and succeeding to all of the rights, powers and privileges of the Assignor with respect to the Interest.

(b) The Partnership Agreement (including Schedule A thereto) is hereby amended to reflect the Trust, having an address of c/o Isabelle Amdur, One Grove Isle Drive, Apt. 1509, Coconut Grove, Florida 33133, as a substitute Limited Partner of the Partnership as owner of and with respect to the Interest.

6. Other Terms and Provisions. Except as otherwise specifically amended hereunder, all other terms and conditions of the Partnership Agreement shall remain in full force and effect.

7. Binding Effect. This Amendment shall be binding upon and inure to the benefit of the parties hereto and their respective heirs, distributees, legal and personal representatives, successors and assigns.

8. Counterparts. This Amendment may be executed in any number of counterparts or counterpart signature pages, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same instrument.

[Signatures on following pages]

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IN WITNESS WHEREOF, the parties hereto have executed and delivered this Amendment as of the date first above written.

GENERAL PARTNERS of WEST FLAGLER ASSOCIATES, LTD., a Florida limited partnership

SOUTHWEST FLORIDA ENTERPRISES, INC., a Florida corporation

By: Barbara Havenick
Print Name: BARBARA HAVENICK
Title: PRESIDENT

BHH, INC., a Florida corporation

By: Barbara Havenick
Print Name: BARBARA HAVENICK
Title: PRESIDENT

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HECHT INVESTMENTS, LTD., a Florida limited partnership

By: Hecht Investments, Inc., a Florida corporation, its general partner

By: Barbara Havenick
Print Name: BARBARA HAVENICK
Title: PRESIDENT

SUBSTITUTE LIMITED PARTNER

GST TRUST UNDER ARTICLE THIRD F/B/O ISABELLE AMDUR UNDER THE ISABELLE AMDUR FAMILY TRUST dated January 20, 2004

By: _____
Isabelle Amdur, Trustee