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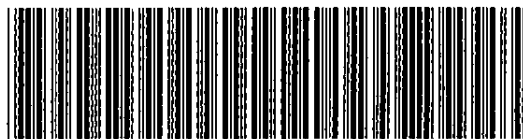
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J. BRYAN

APR 14 2008

EXAMINER

# Holland+Knight

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March 31, 2008

## Via Federal Express

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

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Re: Hecht Investments, Ltd.

Dear Sir or Madam:

Please find enclosed for filing a Sixth Amendment to Agreement and Certificate of Limited Partnership of Hecht Investments, Ltd. Also enclosed is a check in the amount of \$52.50 in satisfaction of the required filing fee. Should you need anything further, please do not hesitate to contact me.

Sincerely yours,

Holland & Knight LLP



Christopher W. Boyett

Enclosures

cc: Barbara Hecht Havenick (w/o enclosures)

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SIXTH AMENDMENT  
TO  
AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
HECHT INVESTMENTS, LTD.

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THIS SIXTH AMENDMENT TO AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF HECHT INVESTMENTS, LTD. (the "Amendment") is made and entered into as of the 17th day of January, 2008 by and among Barbara Hecht Havenick and Joan Scheiner, as trustees under the Irrevocable Trust Agreement of Florence Hecht dated January 29, 2004, as the substitute Class A limited partner (the "Substitute Class A Limited Partner"), Barbara Hecht Havenick and Joan Scheiner, as trustees under the Irrevocable Trust Agreement of Florence Hecht dated December 26, 2002, as the transferring Class A limited partner (the "Transferring Class A Limited Partner"), Barbara Hecht Havenick, as the Class B Limited Partner, and Hecht Investments, Inc., a Florida corporation, as the General Partner.

**RECITALS:**

WHEREAS, the Agreement and Certificate of Limited Partnership of Hecht Investments, Ltd., a Florida limited partnership (the "Partnership"), dated September 14, 1984 was filed with the Secretary of State of the State of Florida on September 21, 1984, and was previously amended pursuant to Amendments to Agreement and Certificate of Limited Partnership dated as of October 31, 1984, April 12, 1985, May 19, 1986, March 6, 2003 and November 30, 2005 (collectively, the "Partnership Agreement"); and

WHEREAS, pursuant to that certain Assignment of Limited Partnership Interest dated as of the date hereof, the Transferring Class A Limited Partner has assigned and transferred to the Substitute Class A Limited Partner its entire Class A Limited Partner's interest in the Partnership, including, without limitation, all of its Partnership Interest (as defined in the Partnership Agreement) and Class A Guaranteed Payments (as defined in the Partnership Agreement); and

WHEREAS, the parties hereto desire to consent to and approve the substitution of the Substitute Class A Limited Partner for the Transferring Class A Limited Partner and to amend the Partnership Agreement to reflect the admission of the Substitute Class A Limited Partner as a substitute Class A Limited Partner of the Partnership holding and owning all of the Class A Limited Partners' interests in the Partnership (collectively, the "Class A Limited Partners' Interests") pursuant to Section 13.2 of the Partnership Agreement.

**WITNESSETH:**

NOW THEREFORE, in consideration of the mutual promises of the parties hereto, and other valuable consideration, the receipt and sufficient of which is hereby acknowledged, the parties hereto, intending to be legally 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.

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2. Partners' Consent and Operative Amendment.

(a) The parties hereto hereby consent to and approve the admission of the Substitute Class A Limited Partner as a substitute Class A Limited Partner of the Partnership holding and owning all of the Class A Limited Partners' Interests of the Partnership and succeeding to all of the rights, powers and privileges of the Withdrawing Class A Limited Partner.

(b) The Partnership Agreement is hereby amended to reflect the Substitute Class A Limited Partner as the sole Class A Limited Partner of the Partnership.

3. 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.

4. 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.

5. 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.

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

GENERAL PARTNER:

HECHT INVESTMENTS, INC., a Florida corporation

By: Barbara Hecht Havenick  
Barbara Hecht Havenick, President

TRANSFERRING CLASS A LIMITED PARTNER:

IRREVOCABLE TRUST AGREEMENT OF FLORENCE HECHT dated December 26, 2002

By: Barbara Hecht Havenick  
Barbara Hecht Havenick, as a trustee

By: Joan Scheiner  
Joan Scheiner, as a trustee

SUBSTITUTE CLASS A LIMITED PARTNER:

IRREVOCABLE TRUST AGREEMENT OF  
FLORENCE HECHT dated January 29, 2004

By: Barbara Hecht Havenick  
Barbara Hecht Havenick, as a trustee

By: Joan Scheiner  
Joan Scheiner, as a trustee

CLASS B LIMITED PARTNER:

Barbara Hecht Havenick  
Barbara Hecht Havenick

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