

Division of Corporations

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From:

Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP
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Phone : (305) 374-7580
Fax Number : (305) 350-2446

DIVISION OF CORPORATIONS

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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

HECHT INVESTMENTS, LTD.

Certificate of Status	0
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Estimated Charge	\$105.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

THIS FIFTH AMENDMENT TO AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF HECHT INVESTMENTS, LTD. (the "Amendment") is made and entered into as of this 30th day of November, 2005 by and among Trust Under Agreement dated as of December 26, 2002 between Florence Hecht, as Senior, and Barbara Havenick and Joan Scheiner, as Trustees, as the Class A Limited Partner, Barbara H. Havenick, as a Class B Limited Partner, Isabelle H. Amdur, as a Class B Limited Partner and the withdrawing Class B Limited Partner (the "Withdrawing 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. dated and effective as of September 14, 1984 was filed with the Secretary of State of the State of Florida on September 21, 1984 and has been amended pursuant to Amendments to Agreement and Certificate of Limited Partnership dated as of October 31, 1984, April 12, 1985, May 19, 1986 and March 6, 2003 (collectively, the "Partnership Agreement"); and

WHEREAS, the Withdrawing Class B Limited Partner has assigned and transferred as of the date hereof to and had redeemed by Hecht Investments, Ltd., a Florida limited partnership (the "Partnership"), pursuant to that certain Redemption, Assignment and Consent Agreement of even date herewith among the Partnership and the parties hereto (the "Redemption Agreement") her entire Class B Limited Partner's interest, including, without limitation, all of her Partnership Interest (as defined in the Partnership Agreement) (the "Redemption"); and

WHEREAS, the parties hereto desire to amend the Agreement to reflect the redemption of the entire Class B Limited Partner's interest of the Withdrawing Class B Limited Partner and her withdrawal from and as a Partner of the Partnership.

WITNESSETH:

NOW THEREFORE, in consideration of the mutual promises of the parties hereto, and other valuable consideration, the receipt and sufficiency 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 Agreement.

2. Withdrawal of Withdrawing Class B Limited Partner. The Withdrawing Class B Limited Partner hereby withdraws as of the date hereof as a Class B Limited Partner.

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3. Partners' Consent and Operative Amendment.

(a) The parties hereto hereby consent to and approve the Redemption of the Withdrawing Class B Limited Partner as a Class B Limited Partner of the Partnership.

(b) The Agreement is hereby amended to reflect (i) the withdrawal of the Withdrawing Class B Limited Partners as a Class B Limited Partner and (ii) that Barbara H. Havenick is the sole remaining Class B Limited Partner.

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

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

6. 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 page]

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

**WITHDRAWING CLASS B LIMITED
PARTNER:**

ISABELLE H. AMDUR

GENERAL PARTNER:

HECHT INVESTMENTS, INC., a Florida
corporation

By: Fred Havenick

Fred Havenick, President

CLASS A LIMITED PARTNER:

TRUST UNDER AGREEMENT DATED
DECEMBER 26, 2002 BETWEEN
FLORENCE HECHT, AS SETTLOR, AND
BARBARA HAVENICK AND JOAN
SCHEINER, AS TRUSTEES

By: Barbara Havenick

Barbara Havenick, Trustee

By: Joan Scheiner

Joan Scheiner, Trustee

CLASS B LIMITED PARTNER

Barbara H. Havenick
BARBARA H. HAVENICK

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

**WITHDRAWING CLASS B LIMITED
PARTNER:**


ISABELLE H. AMDUR

GENERAL PARTNER:

HECHT INVESTMENTS, INC., a Florida
corporation

By: _____
Fred Havenick, President

CLASS A LIMITED PARTNER:

TRUST UNDER AGREEMENT DATED
DECEMBER 26, 2002 BETWEEN
FLORENCE HECHT, AS SETTLOR, AND
BARBARA HAVENICK AND JOAN
SCHEINER, AS TRUSTEES

By: _____
Barbara Havenick, Trustee

By: _____
Joan Scheiner, Trustee

CLASS B LIMITED PARTNER:

BARBARA H. HAVENICK

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ACKNOWLEDGEMENTS

STATE OF FLORIDA)

) SS:

COUNTY OF MIAMI-DADE)

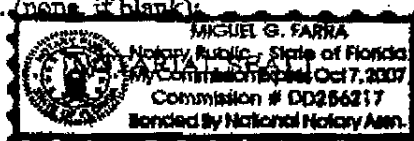
The foregoing instrument was acknowledged before me this 30 day of November, 2005, by Fred Havenick, as President of Hecht Investments, Inc., the General Partner. He is personally known to me or produced personally known as identification.

Sign Name: [Signature]Print Name: Miguel Farra

NOTARY PUBLIC

My Commission Expires:

Serial No. (none, if blank):



STATE OF FLORIDA)

) SS:

COUNTY OF MIAMI-DADE)

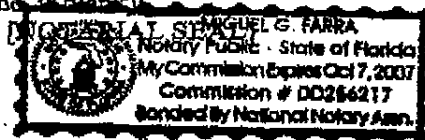
The foregoing instrument was acknowledged before me this 30 day of November, 2005, by Barbara Havenick, a Trustee of the Trust Under Agreement dated December 26, 2002 between Florence Hecht, as Settlor, and Barbara Havenick and Joan Scheiner, as Trustees, which is the Class A Limited Partner. She is personally known to me or produced personally known as identification.

Sign Name: [Signature]Print Name: Miguel Farra

NOTARY PUBLIC

My Commission Expires:

Serial No. (none, if blank):



STATE OF FLORIDA)

) SS:

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 30 day of November, 2005, by Joan Scheiner, a Trustee of the Trust Under Agreement dated December 26, 2002 between Florence Hecht, as Settlor, and Barbara Havenick and Joan Scheiner, as Trustees, which is the Class A Limited Partner. She is personally known to me or produced personally known as identification.

Sign Name: [Signature]Print Name: Miguel Farra

NOTARY PUBLIC

My Commission Expires:

Serial No. (none, if blank):

[NOTARIAL SEAL]



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STATE OF FLORIDA

COUNTY OF MIAMI-DADE

) SS:

The foregoing instrument was acknowledged before me this 20 day of December 2005, by Barbara H. Havenick, as the Class B Limited Partner. She is personally known to me or produced Personally known identification.

My Commission Expires



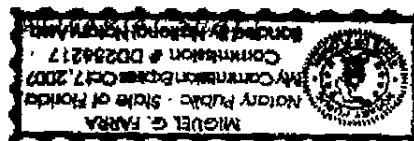
MIGUEL G. FARRA
Notary Public - State of Florida
My Commission Expires Oct 7, 2007
Commission #00234217
Bonded by National Notary Assn.

Signature: [Signature]
Print Name: Miguel Farra
NOTARY PUBLIC
(none, if blank):

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

) SS:



The foregoing instrument was acknowledged before me this ____ day of ____, 2005, by Isabelle H. Amdur, as the Withdrawing Class B Limited Partner. She is personally known to me or produced ____ as identification.

My Commission Expires:

Sign Name: _____

Print Name: _____

NOTARY PUBLIC

Serial No. (none, if blank): _____

[NOTARIAL SEAL]

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STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

The foregoing instrument was acknowledged before me this _____ day of _____, 2005, by Barbara H. Havenick, as the Class B Limited Partner. She is personally known to me or produced _____ as identification.

My Commission Expires:

Sign Name: _____
Print Name: _____
NOTARY PUBLIC
Serial No. (none, if blank): _____

[NOTARIAL SEAL]

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

The foregoing instrument was acknowledged before me this _____ day of _____, 2005, by Isabelle H. Amdur, as the Withdrawing Class B Limited Partner. She is personally known to me or produced _____ as identification.

My Commission Expires:

Sign Name: _____
Print Name: _____
NOTARY PUBLIC
Serial No. (none, if blank): _____

[NOTARIAL SEAL]

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