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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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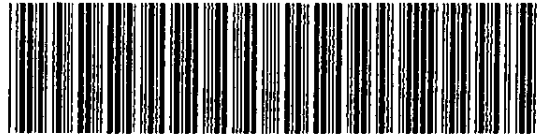
(Business Entity Name)

(Document Number)

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J. SAULSBERRY
EXAMINER

FEB 22 2011

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Sabel of Houston, LLLP
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Donald R. Tescher, Esq.

Contact Person

Tescher & Spallina, P.A.

Firm/Company

4855 Technology Way, Suite 720

Address

Boca Raton, FL 33431

City, State and Zip Code

dtescher@tescherspallina.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Donald R. Tescher, Esq.

(Name of Contact Person)

at (561)

997-7008

(Area Code and Daytime Telephone Number)

☐ Certified copy (optional) \$52.50

STREET ADDRESS:

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

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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CERTIFICATE OF MERGER
FOR
LIMITED LIABILITY LIMITED PARTNERSHIP

This Certificate of Merger is submitted in accordance with and pursuant to section 620.108, Florida Statutes.

First. The names and jurisdictions of each merging entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Sabel of Houston, Ltd.	Texas	8505210 (TX)

Second. The name and jurisdiction of the surviving entity is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Sabel of Houston, LLLP	Florida	A09000000755

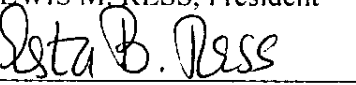
Third. The merger shall become effective on the date the Certificate of Merger is filed with the Florida Department of State.

Fourth. The merger was approved by each party as required by its governing law.

Sabel of Houston, Ltd.

General Partner: ESTALEW, INC.,
a Texas corporation

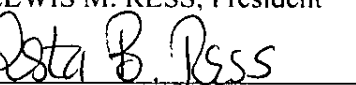
By: 
LEWIS M. RESS, President

By: 
ESTA B. RESS, Secretary

Sabel of Houston, LLLP

General Partner: ESTALEW HOLDINGS,
INC., a Florida corporation

By: 
LEWIS M. RESS, President

By: 
ESTA B. RESS, Secretary

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EXHIBIT "A"

PLAN OF MERGER

This Plan of Merger is made and entered by and between the following Partners (hereinafter collectively referred to as the "Constituent Partnerships"):

Sabel of Houston, LLLP, a Florida limited liability limited partnership (the "Surviving Partnership"); and

Sabel of Houston, Ltd., a Texas limited partnership (the "Merged Partnership")

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BACKGROUND

The General Partners of the Constituent Partnerships have established that it is advisable for the general welfare and advantage of the Constituent Partnerships that they merge into a single partnership which shall not be a new partnership, but shall be the Surviving Partnership, whose existence as a partnership under the laws of the State of Florida shall not be affected in any manner by reason of the merger.

NOW, THEREFORE, the terms and conditions of said merger are as follows:

1. This Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").
2. The names of the Partnerships that are parties to the Merger are as follows:
 - (a) Sabel of Houston, LLLP, a Florida limited liability limited partnership
 - (b) Sabel of Houston, Ltd., a Texas limited partnership
3. The surviving partnership shall be Sabel of Houston, LLLP, a Florida limited liability limited partnership.
4. To become effective, this Plan shall be approved by the General Partner of Sabel of Houston, LLLP, and the General Partner of Sabel of Houston, Ltd.
5. The Certificate of the Surviving Partnership in effect at the time the Merger becomes effective shall be and remain the Certificate of the Surviving Partnership until the same is altered, amended, or repealed.
6. The Merger will not effect any change in the Agreement of Partnership of the Surviving Partnership.
8. The General Partner of the Surviving Partnership on the Effective Date shall be and

remain the General Partner of the Surviving Partnership.

10. Subject to the Articles of Merger and in accordance with Section 607.1101 of the FBCA and Section 1.002(55)(B) of BOC, the separate existence of the Merged Partnership on the Effective Date shall cease and the Surviving Partnership shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a partnership organized under the laws of the State of Florida.

11. Upon the Merger becoming effective, the Surviving Partnership shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Partnerships; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in actions, and all and every other interest of or belonging to, or due to each of the Constituent Partnerships, shall be taken and deemed to be transferred to and vested in the Surviving Partnership without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Partnerships shall not revert or be in any way impaired by reason of this Merger.

12. The Surviving Partnership shall, after the effective date of the Merger, henceforth be responsible and liable for all the liabilities and obligations of the Merged Partnership; and, any claim existing or action or proceeding pending by or against the Merged Partnership may be prosecuted as if this Merger had not taken place, or the Surviving Partnership may be substituted in the place of the Merged Partnership. Neither the rights of creditors nor any liens upon the property of any of the Constituent Partnerships shall be impaired by this Merger.

13. On the Effective Date, each limited partnership interest in Sabel of Houston, Ltd. shall by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive an equivalent limited partnership interest in Sabel of Houston, LLLP.

Sabel of Houston, Ltd.

General Partner: ESTALEW, INC.,
a Texas corporation

By: *Lewis M. Ress*
LEWIS M. RESS, President

By: *Estal B. Ress*
ESTA B. RESS, Secretary

Sabel of Houston, LLLP

General Partner: ESTALEW HOLDING, INC.
a Florida corporation

By: *Lewis M. Ress*
LEWIS M. RESS, President

By: *Estal B. Ress*
ESTA B. RESS, Secretary

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