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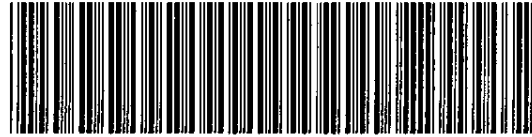
(Business Entity Name)

(Document Number)

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B. BOSTICK

APR 29 2011

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Healthcare Venture Professionals, LLC
Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Charles A. Owen

Contact Person

Healthcare Venture Professionals, LLC

Firm/Company

5911 Midnight Pass Rd; Suite 506

Address

Sarasota, FL 34242

City, State and Zip Code

cowen@hvpros.com

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

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11 APR 28 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Charles A. Owen

Name of Contact Person

at (941)

706-1642

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

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

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Healthcare Venture Professionals	Tennessee	LLC
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Healthcare Venture Professionals	Florida	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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JANUARY 11, 2011
TALLAHASSEE, FLORIDA

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address:

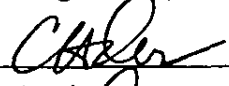

Mailing address:

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FLORIDA DEPARTMENT OF STATE

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Healthcare Venture Professionals		Charles A. Owen
Healthcare Venture Professionals		Charles A. Owen

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00 ✓
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00 ✓
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 11 APR 28 AM 11:11
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Healthcare Venture Professionals	Tennessee	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Healthcare Venture Professionals	Florida	LLC

THIRD: The terms and conditions of the merger are as follows:

See attached Articles of Merger & Agreement and Plan of Merger

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 TALLAHASSEE, FLORIDA
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 TALLAHASSEE, FLORIDA
 SECRETARY OF STATE

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Articles of Merger & Agreement and Plan of Merger

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Articles of Merger & Agreement and Plan of Merger

(Attach additional sheet if necessary)

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STATE
TALLAHASSEE, FLORIDA

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

See attached Articles of Merger & Agreement and Plan of Merger

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

See attached Articles of Merger & Agreement and Plan of Merger

(Attach additional sheet if necessary)

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SOUTH DAKOTA
FALLS, SOUTH DAKOTA

**ARTICLES OF MERGER
BETWEEN
HEALTHCARE VENTURE PROFESSIONALS, LLC, a Florida limited liability company
AND
HEALTHCARE VENTURE PROFESSIONALS, LLC, a Tennessee limited liability company**

Pursuant to Section 608.4382 of the Florida Limited Liability Company Act, Healthcare Venture Professionals, LLC, a Florida limited liability company (the "Surviving Company") and Healthcare Venture Professionals, LLC, a Tennessee limited liability company (the "Merging Company"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Company into the Surviving Company (the "Merger"), which will be the surviving limited liability company in the merger.

1. The principal office of the Merging Company in Tennessee is 504 Autumn Springs Court, Suite B-15, Franklin, TN 37067.

2. The principal office of the Surviving Company in Florida is 5911 Midnight Pass Road, Suite 506, Sarasota, Florida 34242.

3. Attached to these Articles of Merger as Exhibit A is the Agreement and Plan of Merger (the "Plan of Merger") for merging Healthcare Venture Professionals, LLC, a Tennessee limited liability company (the "Merging Company") with and into Healthcare Venture Professionals, LLC, a Florida limited liability company (the "Surviving Company"). The attached Plan of Merger meets the requirements of section 608.438, Florida Statutes.

4. The members of the Merging Company approved and adopted the Plan of Merger by unanimous written consent on April 1, 2011. The members of the Surviving Company approved and adopted the Plan of Merger by unanimous written consent on April 1, 2011. Accordingly, the Plan of Merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

5. The merger of the Merging Company with and into the Surviving Company is permitted by the laws of the State of Florida, has been authorized in compliance with said laws, and is not prohibited by the Regulations and Operating Agreement or Articles of Organization of the Merging Company or the Surviving Company.


6. The effective time and date of the Merger shall be upon the filing of these Articles of Merger.

7. The principal office of the Surviving Company in Florida is 5911 Midnight Pass Road, Suite 506, Sarasota, Florida 34242.


8. The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned have executed this document on this 1st
day of April, 2011.

**HEALTHCARE VENTURE
PROFESSIONALS, LLC**
a Florida limited liability company

By: 
Charles A. Owen
As its: Managing Member

**HEALTHCARE VENTURE
PROFESSIONALS, LLC**
a Tennessee limited liability company

By: 
Charles A. Owen
As its: Managing Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER
BETWEEN
HEALTHCARE VENTURE PROFESSIONALS, LLC, a Florida limited liability company
AND
HEALTHCARE VENTURE PROFESSIONALS, LLC, a Tennessee limited liability company**

AGREEMENT AND PLAN OF MERGER adopted by Healthcare Venture Professionals, LLC, a limited liability company organized under the laws of the State of Florida, by consent of its managing member as of April 1, 2011, and adopted by Healthcare Venture Professionals, LLC, a limited liability company organized under the laws of the State of Tennessee, by consent of its managing member as of April 1, 2011.

WHEREAS, the names of the companies planning to merge are Healthcare Venture Professionals, LLC, a limited liability company organized under the laws of the State of Florida and Healthcare Venture Professionals, LLC, a limited liability company organized under the laws of the State of Tennessee. The name of the surviving company into which Healthcare Venture Professionals, LLC, a Tennessee limited liability company (the "Merging Company") plans to merge is Healthcare Venture Professionals, LLC, a Florida limited liability company (the "Surviving Company");

WHEREAS, the members of the Merging Company and the members of the Surviving Company deem it advisable that the Merging Company merge with and into the Surviving Company as hereinafter specified;

NOW, THEREFORE, the Merging Company and the Surviving Company agree as follows:

1. The Merging Company and the Surviving Company shall, pursuant to the provisions of the Florida Limited Liability Company Act, be merged with and into the Surviving Company, which shall be the surviving limited liability company upon the effective time and date of the merger, and which shall continue to exist as said Surviving Company under its present name pursuant to the provisions of the laws of the jurisdiction of its organization, the State of Florida. The separate existence of the Merging Company, shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Limited Liability Company Act.

2. At the effective time and date of the merger, the Surviving Company shall be responsible and liable for all of the liabilities and obligations of the Merging Company. At the effective time and date of the merger, the Surviving Company shall possess all the rights, privileges, immunities, powers, and purposes, of the Merging Company; all the property, real and personal, shall vest in the Surviving Company without further act or deed; and the Surviving Company shall assume and be liable for all the liabilities, obligations, and penalties of the Surviving Company and the Merging Company.

3. The effective time and date of the Merger shall be upon the filing of Articles of Merger with the Florida Department of State (the "Effective Date").

4. The Articles of Organization of the Surviving Company will be the Articles of Organization of the Surviving Company and shall continue in full force and effect until amended in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving company, the State of Florida.

5. The Regulations and Operating Agreement (the "Operating Agreement") of the Surviving Company shall be the Operating Agreement of the Surviving Company and shall continue in full force and effect until changed, altered, or amended as provided in such Operating Agreement and in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving company, the State of Florida.

6. The members of the Merging Company immediately prior to the Effective Date shall remain members of the Surviving Company.

7. The managing member of the Merging Company at the Effective Date shall be the managing member of the Surviving Company, of whom shall hold its respective position until its successor or successors are elected and qualified, or until its tenure is otherwise terminated in accordance with the Operating Agreement of the Surviving Company.

8. At the Effective Date, by virtue of the merger and without any further action on the part of the Merging Company, all interests in the Merging Company immediately prior to the effective time and date of the merger shall be extinguished and cease to exist and no consideration shall be paid to the members of the Merging Company.

9. At the Effective Date, by virtue of the merger and without any further action on the part of the surviving company, the membership interests of the members in the Surviving Company shall continue to exist unchanged by the merger.

10. The Agreement and Plan of Merger herein made and approved shall be submitted to the members of the Merging Company and the members of the Surviving Company for the members' approval or rejection in the manner prescribed by the provisions of the Florida Limited Liability Company Act, and the merger of the Merging Company with and into the Surviving Company shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the Surviving Company, the State of Florida.

11. In the event that the Agreement and Plan of Merger shall have been approved by the members entitled to vote of the Merging Company and the Surviving Company in the manner prescribed by the provisions of the Florida Limited Liability Company Act, and in the event that the merger of the Merging Company with and into the Surviving Company shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the Surviving Company, the State of Florida, the Merging Company and the Surviving Company hereby stipulate that they shall cause the appropriate persons to execute, file and/or record any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

12. The members and other authorized persons of the Merging Company and of the Surviving Company, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments,

papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

13. The name and business address of the manager member of the Surviving Company is as follows:

Name

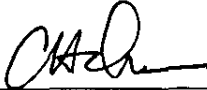
Address

Charles A. Owen


5911 Midnight Pass Rd, Suite 506
Sarasota, Florida 34242

IN WITNESS WHEREOF, the undersigned have executed this document on this 15th day of April, 2011.

**HEALTHCARE VENTURE
PROFESSIONALS, LLC**
a Florida limited liability company

By: 
Charles A. Owen
As its: Managing Member

**HEALTHCARE VENTURE
PROFESSIONALS, LLC**
a Tennessee limited liability company

By: 
Charles A. Owen
As its: Managing Member

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SECD. OF REVENUE
TALLAHASSEE, FLORIDA