

B11000000197

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

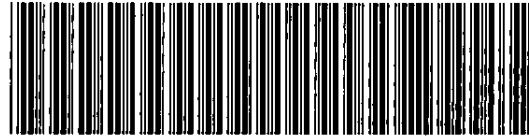
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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10/05/11--01017--018 **1061.25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 OCT 21 PM 2:53

FILED

C. LEWIS
OCT 24 2011
EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 6, 2011

DARYL SHEVIN
FLORIDA REAL ESTATE VALUE FUND, LP
4949 SW 75TH AVE.
MIAMI, FL 33155

SUBJECT: WATERWAYS JV HOLDINGS, LP
Ref. Number: W11000051614

We have received your document for WATERWAYS JV HOLDINGS, LP and your check(s) totaling \$1061.25. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any further questions concerning your document, please call (850) 245-6047.

Carolyn Lewis
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 711A00023011

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Waterways JV Holdings, LP
Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed application, certificate of status and fees are submitted to register a foreign limited partnership or limited liability limited partnership to transact business in Florida.
Please return all correspondence concerning this matter to:

Daryl Shevin
Contact Person

Florida Real Estate Value Fund, LP
Firm/Company

4949 SW 75th Ave.
Address

Miami, FL 33155
City, State and Zip Code

dshevin@13fi.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Daryl Shevin at (786) 220-0467
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$1,000.00 Filing Fees (\$965 Filing Fee and \$35 Registered Agent Fee) \$1,008.75 Filing Fees and Certificate of Status \$1,052.50 Filing Fees and Certified Copy \$1,061.25 Filing Fee, Certified Copy, and Certificate of Status

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

APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP
TO TRANSACT BUSINESS IN FLORIDA

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1. Waterways JV Holdings, LP

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P., L.L.P.

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TALLAHASSEE, FLORIDA

If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.

2. Delaware

State or Country of Formation

3. September 8, 2011

Date of Formation

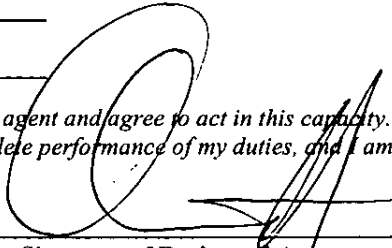
4. Name of Registered Agent for Service of Process and Florida Street Address:

Arnaud Karsenti

4949 SW 75th Ave.

Miami, FL 33155

5. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature of Registered Agent

7. Principle Office: (Florida Street Address)

Waterways JV Holdings, LP

4949 SW 75th Ave

Miami, FL 33155

8. Mailing Address:

Waterways JV Holdings, LP

4949 SW 75th Ave

Miami, FL 33155

9. If limited partnership is a limited liability limited partnership, check box

10. Name, principal office address, and mailing address of each general partner:

L10000032758

Name of General Partner: Florida Real Estate Value Fund Manager, LLC

Name of General Partner: _____

Street Address: 4949 SW 75th Ave

Street Address: _____

Miami, FL 33155

Mailing Address: _____

Mailing Address: _____

Name of General Partner: _____

Name of General Partner: _____

Street Address: _____

Street Address: _____

Mailing Address: _____

Mailing Address: _____

Name of General Partner: _____ Name of General Partner: _____

Street Address: _____ Street Address: _____

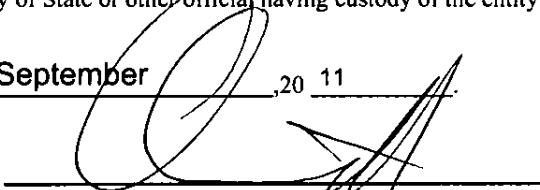
Mailing Address: _____ Mailing Address: _____

11. **Effective date, if other than the date of filing:** _____

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 27th day of September, 2011.



Signature of a general partner

The individual signing this document affirm that the facts stated herein are true and the individual is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Filing Fees:	\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

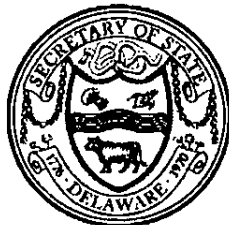
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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WATERWAYS JV HOLDINGS, LP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF SEPTEMBER, A.D. 2011.



5033966 8300

110990403

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9018373

DATE: 09-09-11