

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WATERSTONE FUND I MANAGER, LLC
(Name of Limited Liability Company)

The enclosed Articles of Dissolution and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

ROBERT FINVARB

(Name of Person)

ROBERT FINVARB COMPANIES LLC

(Firm/Company)

1065 KANE CONCOURSE, SUITE 201

(Address)

BAY HARBOR ISLANDS, FL 33154

(City/State and Zip Code)

For further information concerning this matter, please call:

Daniela Trudel

(Name of Person)

at (305) 866-7555

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$25.00 Filing Fee

30.00 Filing Fee &
Certificate of Status

\$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

\$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

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

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

2010 FEB -9 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 FEB 9

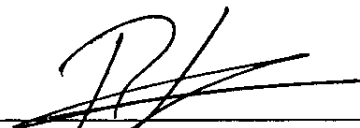
**ARTICLES OF DISSOLUTION
OF
WATERSTONE FUND I MANAGER, LLC
(a Florida limited liability company)**

Pursuant to the provisions of Section 608.441 of the Florida Limited Liability Company Act, WATERSTONE FUND I MANAGER, LLC, a Florida limited liability company (the "Company"), hereby files the following Articles of Dissolution for the purpose of dissolving the Company:

1. The name of the Company is WATERSTONE FUND I MANAGER, LLC.
2. The filing date of the Articles of Organization of the Company was November 8, 2007, under Document No. L07000113082.
3. The dissolution was authorized and approved by the Managing Member of the Company by written consent dated December 31, 2009, which is sufficient for the dissolution of the Company.
4. The Managing Member has made adequate provisions for all debts, obligations and liabilities of the Company, including the distribution of all remaining property and assets to the Members in accordance with their rights and interests.
5. There are no suits pending against the Company in any court.

In accordance with Section 608.446 of the Florida Limited Liability Company Act, the dissolution of the Company shall be effective upon filing of these Articles of Dissolution with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned Manager of the Company has executed these Articles of Dissolution as of the 31st day of January, 2010.



Robert I. Finvarb, Managing Member

2010 FEB - 9 AM 11: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 11 2010