

*Sep. 20. 2005

PORGES, HAMLIN, KNOWLES & PROUTY

pg. 1208 pp. 1 of 1

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FLORIDA LIMITED PARTNERSHIP

Alliant New York Tax Credit Fund, Ltd.

Certificate of Status	1
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STATE OF FLORIDA
DIVISION OF CORPORATION

FAX AUDIT #:
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ALLIANT NEW YORK TAX CREDIT FUND, LTD.**

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

THIS CERTIFICATE is made this 12th day of September, 2005, by ALLIANT NEW YORK GP, LLC, a Florida limited liability company, the General Partner of ALLIANT NEW YORK TAX CREDIT FUND, LTD., a Florida limited partnership.

1. **NAME:** The firm name and style under which the partnership is to be conducted shall be ALLIANT NEW YORK TAX CREDIT FUND, LTD.

2. **PLACE OF BUSINESS ADDRESS AND MAILING ADDRESS:** The principal place of business of the Limited Partnership shall be located at:

ALLIANT NEW YORK TAX CREDIT FUND, LTD.
340 Royal Poinclana Way, Suite 305
Palm Beach, Florida 33480

3. **GENERAL PARTNER ADDRESS:** The name and business address of the General Partner is as follows:

ALLIANT NEW YORK GP, LLC
340 Royal Poinclana Way, Suite 305
Palm Beach, Florida 33480

4. **REGISTERED AGENT:** The name and address of the Registered Agent is as follows:

Curtis D. Hamlin, Esq.
PORGES, HAMLIN, KNOWLES, PROUTY, THOMPSON & NAJMY, P.A.
1205 Manatee Avenue West
Bradenton, Florida 34205

5. **LATEST DATE OF DISSOLUTION:** The latest date upon which the Limited Partnership is to be dissolved is December 31, 2065.

PREPARED BY:
Curtis D. Hamlin, Esq. (Bar#0237922)
Porges, Hamlin, Knowles, Prouty, Thompson & Najmy, P.A.
1205 Manatee Avenue West
Bradenton, Florida 34205
(941)748-3770

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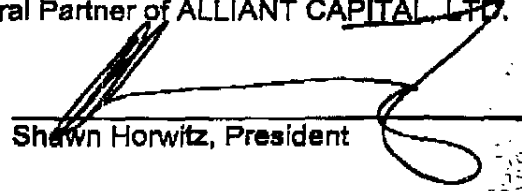
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6. AFFIDAVIT OF CAPITAL CONTRIBUTIONS: An Affidavit of Capital Contribution of the Limited Partners is attached hereto and incorporated herein.

By: ALLIANT NEW YORK GP, LLC, a Florida limited liability company, as General Partner of ALLIANT NEW YORK TAX CREDIT FUND, LTD., a Florida limited partnership

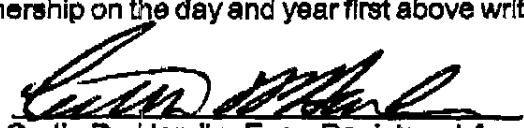
By: ALLIANT CAPITAL, LTD., a Florida limited partnership, as sole Member of ALLIANT NEW YORK GP, LLC

By: ALLIANT, INC., a Florida corporation, as General Partner of ALLIANT CAPITAL LTD.

By: 
Shawn Horwitz, President

REGISTERED AGENT:

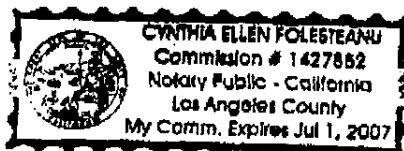
I, Curtis D. Hamlin, accept the designation by ALLIANT NEW YORK GP, LLC, to serve as REGISTERED AGENT for the Partnership on the day and year first above written.

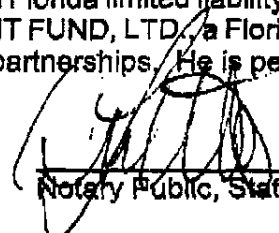
By: 
Curtis D. Hamlin, Esq., Registered Agent

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

The foregoing instrument was acknowledged before me this 12th day of September, 2005, by Shawn Horwitz, as President of ALLIANT, INC., a Florida corporation, as General Partner of ALLIANT CAPITAL, LTD., a Florida limited partnership, as sole Member of ALLIANT NEW YORK GP, LLC, a Florida limited liability company, as General Partner of ALLIANT NEW YORK TAX CREDIT FUND, LTD., a Florida limited partnership, on behalf of the corporation and the limited partnerships. He is personally known to me.

(SEAL)




Notary Public, State of California

(Type or Print Notary Name Here)

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

BEFORE ME, the sole General Partner of ALLIANT NEW YORK TAX CREDIT FUND, LTD., a Florida limited partnership, did swear and affirm as follows:

The amount of capital contributions to date of the Limited Partners is \$99.90.

The total amount anticipated to be contributed by the Limited Partners at this time totals \$100,000,000.00, including all contributions received to date.

This 12th day of September, 2005.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury the undersigned does declare that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

By: ALLIANT NEW YORK GP, LLC, a Florida limited liability company, as General Partner of ALLIANT NEW YORK TAX CREDIT FUND, LTD., a Florida limited partnership

By: ALLIANT CAPITAL, LTD., a Florida limited partnership, as sole Member of ALLIANT NEW YORK GP, LLC

By: ALLIANT, INC., a Florida corporation, as General Partner of ALLIANT CAPITAL, LTD.

By: [Signature]
Shawn Horwitz, President

The foregoing instrument was acknowledged before me this 12th day of September, 2005, by Shawn Horwitz, as President of ALLIANT, INC., a Florida corporation, as General Partner of ALLIANT CAPITAL, LTD., a Florida limited partnership, as sole Member of ALLIANT NEW YORK GP, LLC, a Florida limited liability company, as General Partner of ALLIANT NEW YORK TAX CREDIT FUND, LTD., a Florida limited partnership, on behalf of the corporation and the limited partnerships. He is personally known to me.

(SEAL)



[Signature]
Notary Public, State of California

(Type or Print Notary Name Here)

Cynthia Ellen Folstein

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