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Forges, Hamlin, Knowles & Prouty, PA.

No. 2790 P. 1 of 1

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ALLIANT TAX CREDIT FUND 55, LTD.

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ALLIANT TAX CREDIT FUND 55, LTD.**

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

THIS CERTIFICATE is made this 12th day of August, 2009, by ALLIANT GP 55, LLC, a Florida limited liability company, the General Partner of ALLIANT TAX CREDIT FUND 55, LTD., a Florida limited partnership.

1. **NAME:** The firm name and style under which the partnership is to be conducted shall be ALLIANT TAX CREDIT FUND 55, LTD.

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

ALLIANT TAX CREDIT FUND 55, LTD.
340 Royal Poinciana Way, Suite 305
Palm Beach, Florida 33480

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

ALLIANT GP 55, LLC
340 Royal Poinciana 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, 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, 2069.

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

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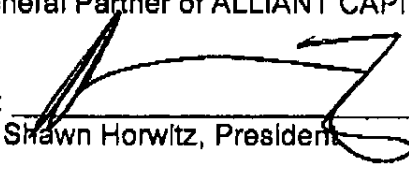
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By: ALLIANT GP 55, LLC, a Florida limited liability company, as General Partner of ALLIANT TAX CREDIT FUND 55, LTD., a Florida limited partnership

By: ALLIANT CAPITAL, LTD., a Florida limited partnership, as sole Member of ALLIANT GP 55, LLC

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

By: 
Shawn Horwitz, President

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REGISTERED AGENT:

I, Curtis D. Hamlin, accept the designation by ALLIANT GP 55, LLC, to serve as REGISTERED AGENT for the Partnership on the day and year first above written.

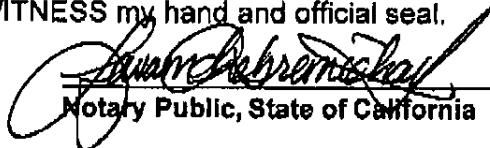
By: 
Curtis D. Hamlin, Esq., Registered Agent

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

On August 12, 2009, before me, personally appeared 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 GP 55, LLC, a Florida limited liability company, as general partner of ALLIANT TAX CREDIT FUND 55, LTD., a Florida limited partnership, on behalf of the corporation, the limited liability company, and the limited partnerships, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.


Notary Public, State of California

