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To:
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Fax Number : (850) 922-4003

From:
Account Name : HARLEE, PORGES, HAMLIN, KNOWLES, BALD & PROUTY, P.A.
Account Number : 076077002227
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FLORIDA LIMITED PARTNERSHIP

Alliant Tax Credit Fund IIB, Ltd.

Certificate of Status	1
Certified Copy	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ALLIANT TAX CREDIT FUND IIB, LTD.**

STATE OF FLORIDA
COUNTY OF PALM BEACH

00 DEC 28 PM 5:05
SECRETARY OF STATE
DIVISION OF CORPORATIONS

THIS CERTIFICATE is made this 16th day of November, 2000, by ALLIANT CAPITAL, LTD, a Florida limited partnership, the General Partner of ALLIANT TAX CREDIT FUND IIB, 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 IIB, 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 IIB, LTD.
340 Royal Poinciana Way, Suite 350
Palm Beach, Florida 33480

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

ALLIANT CAPITAL, LTD. A97600001827
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.
HARLEE, PORGES, HAMLIN,
KNOWLES, BALD & 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, 2050.

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

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


ALLIANT CAPITAL, LTD., a Florida limited partnership, General Partner of ALLIANT TAX CREDIT FUND IIB, LTD., a Florida limited partnership

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

By: 
James C. Jenkins, as its Vice President

REGISTERED AGENT:

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

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

00 DEC 28 11:11
SECRETARY OF STATE
DIVISION OF CORPORATIONS


STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 16th day of November, 2000, by James C. Jenkins, as its Vice President of ALLIANT, INC., a Florida corporation, as General Partner of ALLIANT CAPITAL, LTD., a Florida limited partnership, as General Partner of ALLIANT TAX CREDIT FUND IIB, LTD., a Florida limited partnership, on behalf of the corporation and the limited partnerships. He is personally known to me.

(SEAL)



Leslie P. Moss
Commission # CC 737183
Expires June 5, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public, State of Florida

LESLIE P. MOSS

(Type or Print Notary Name Here)

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AFFIDAVIT OF CAPITAL CONTRIBUTIONSSTATE OF FLORIDA
COUNTY OF PALM BEACH

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

The amount of capital contributions to date of the Limited Partners is \$99,000.

The total amount anticipated to be contributed by the Limited Partners at this time totals \$7,500.00, including all contributions received to date.

This 16th day of November, 2000.

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.

ALLIANT CAPITAL, LTD., a Florida limited partnership, General Partner of ALLIANT TAX CREDIT FUND IIB, LTD., a Florida limited partnership

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

By: [Signature]
James C. Jenkins as its Vice President

The foregoing instrument was acknowledged before me this 16th day of November, 2000, by James C. Jenkins, as its Vice President of ALLIANT, INC., a Florida corporation, as General Partner of ALLIANT CAPITAL, LTD., a Florida limited partnership, as General Partner of ALLIANT TAX CREDIT FUND IIB, LTD., a Florida limited partnership, on behalf of the corporation and the limited partnerships. He is personally known to me.

(SEAL)



Leslie P. Moss
Commission # CC 737183
Expires June 5, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

[Signature]
Notary Public, State of Florida

LESLIE P. MOSS
(Type or Print Notary Name Here)