

FEB 13. 2004 12:21 PM
DIVISION OF CORPORATIONS

PORGES, HAMLIN, KNOWLES & PROUTY

NO. 4413 P. 1/4

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FLORIDA LIMITED PARTNERSHIP

ALLIANT TAX CREDIT FUND XXIV A, LTD.

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PORGES, HAMLIN, KNOWLES & PROUTY

NO. 4413 P. 2/4

FAX AUDIT #: H04000032686 3

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

STATE OF FLORIDA
COUNTY OF PALM BEACH

THIS CERTIFICATE is made this 6th day of February, 2004, by ALLIANT CAPITAL, LTD, a Florida limited partnership, the General Partner of ALLIANT TAX CREDIT FUND XXIV A, 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 XXIV A, 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 XXIV A, 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 CAPITAL, LTD. *APR-1827*
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, 2064.

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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PORGES, HAMLIN, KNOWLES & PROUTY

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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 XXIV A, 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

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: [Signature]
Curtis D. Hamlin, Esq., Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 6th day of February, 2004, by James C. Jenkins, as 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 XXIV A, LTD., a Florida limited partnership, on behalf of the corporation and the limited partnerships. He is personally known to me.



Kimberly G. Stocks
Commission # CC 983364
Expires Dec. 3, 2004
Bonded Through
Atlantic Bonding Co., Inc.

[Signature]
Notary Public, State of Florida

Kimberly G. Stocks
(Type or Print Notary Name Here)

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PORGES, HAMLIN, KNOWLES & PROUTY

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF PALM BEACH

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

The amount of capital contributions to date of the Limited Partners is \$99.00.

The total amount anticipated to be contributed by the Limited Partners at this time totals \$50,000,000.00, including all contributions received to date.

This 6th day of February, 2004.

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 XXIV A, 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 6th day of February, 2004, 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 XXIV A, LTD., a Florida limited partnership, on behalf of the corporation and the limited partnerships. He is personally known to me.



(SEAL)
Kimberly G. Stocks
Commission # CC 985364
Expires Dec. 3, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

[Signature]
Notary Public, State of Florida

Kimberly G. Stocks
(Type or Print Notary Name Here)

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