

Feb. 15. 2006 3:29PM PORGES HAMLIN KNOWLES & PROUTY

No. 4980 PP. 1 of 1

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ALLIANT TAX CREDIT FUND 41, LTD.**

STATE OF FLORIDA
COUNTY OF PALM BEACH

THIS CERTIFICATE is made this 10th day of February, 2006, by ALLIANT GP 41, LLC, a Florida limited liability company, the General Partner of ALLIANT TAX CREDIT FUND 41, 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 41, 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 41, 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 41, LLC. 606-16067
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, 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, 2066.

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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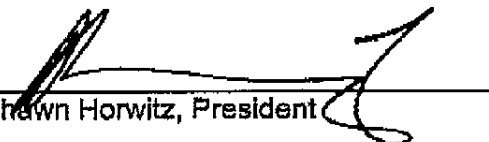
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FAX AUDIT #:

By: ALLIANT GP 41, LLC, a Florida limited liability company, as General Partner of ALLIANT TAX CREDIT FUND 41, LTD., a Florida limited partnership

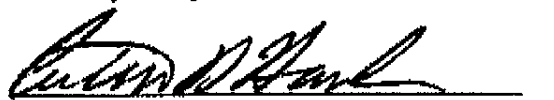
By: ALLIANT CAPITAL, LTD., a Florida limited partnership, as sole Member of ALLIANT GP 41, LLC

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

By: 
Shawn Horwitz, President

REGISTERED AGENT:

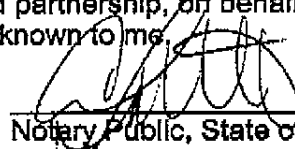
I, Curtis D. Hamlin, accept the designation by ALLIANT GP 41, LLC, to serve as REGISTERED AGENT for the Partnership on the day and year first above written.

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

STATE OF ~~FLORIDA~~ CALIFORNIA
COUNTY OF ~~PALM BEACH~~ LOS ANGELES

The foregoing Instrument was acknowledged before me this 10th day of February, 2006, 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 GP 41, LLC, a Florida limited liability company, as General Partner of ALLIANT TAX CREDIT FUND 41, 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 ~~Florida~~ California
(Type or Print Notary Name Here)
Cynthia Ellen Folstein

