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To:

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From:

Account Name : PORGES, HAMLIN, KNOWLES AND PROUTY, PA.
Account Number : 076077002227
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ALLIANT TAX CREDIT FUND 45-B, LTD.

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FAX AUDIT #: H070003042113

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ALLIANT TAX CREDIT FUND 45-B, LTD.**

THIS CERTIFICATE is made this 20th day of December, 2007, by ALLIANT CAPITAL, LTD., a Florida limited partnership, the General Partner of ALLIANT TAX CREDIT FUND 45-B, 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 45-B, 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 45-B, 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.
340 Royal Poinciana Way, Suite 305
Palm Beach, Florida 33480

A97-1827

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, 2067.

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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By: ALLIANT CAPITAL, LTD., a Florida limited partnership, as General Partner of ALLIANT TAX CREDIT FUND 45-B, LTD., a Florida limited partnership

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

By: 
Shawn Horwitz, President

REGISTERED AGENT:

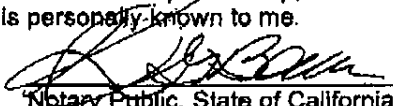
I, Curtis D. Hamlin, accept the designation by ALLIANT CAPITAL, LTD., to serve as REGISTERED AGENT for the Partnership on the day and year first above written.

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

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

The foregoing instrument was acknowledged before me this 20th day of December, 2007, by Shawn Horwitz, as 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 45-B, 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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