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Forges Hamlin Knowles Prouty

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ALLIANT TAX CREDIT FUND 45-D, LTD.

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

THIS CERTIFICATE is made this 21st day of August, 2008, by ALLIANT CAPITAL, LTD, a Florida limited partnership, the General Partner of ALLIANT TAX CREDIT FUND 45-D, 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-D, 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-D, 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

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, 2068.

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-D, 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

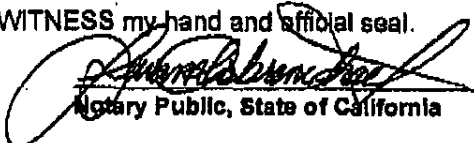
By: 
Curtis D. Hamlin, Esq., Registered Agent

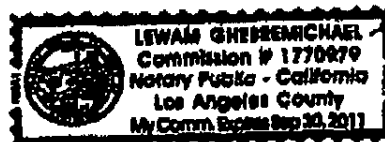
STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

On August 21, 2008 before me, Lewam Ghebremichael personally appeared 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-D, LTD, a Florida limited partnership, on behalf of the corporation 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



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