

9/4/2015

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Porges Hamlin Knowles & Hawk
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FLORIDA/FOREIGN LP/LLLP

Alliant Strategic Preservation Fund II, Ltd.

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J. HARRIS

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FAX AUDIT #:

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ALLIANT STRATEGIC PRESERVATION FUND II, LTD.**

THIS CERTIFICATE is made this 4th day of September, 2015, by ALLIANT STRATEGIC FUND II GP, LLC, a Florida limited liability company, the General Partner of ALLIANT STRATEGIC PRESERVATION FUND II, LTD., a Florida limited partnership.

1. **NAME:** The firm name and style under which the partnership is to be conducted shall be ALLIANT STRATEGIC PRESERVATION FUND II, LTD.

2. **PLACE OF BUSINESS ADDRESS AND MAILING ADDRESS:** The principal place of business of the Limited Partnership shall be located at:

ALLIANT STRATEGIC PRESERVATION FUND II, 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 STRATEGIC FUND II GP, LLC
340 Royal Poinciana Way, Suite 305
Palm Beach, Florida 33480

L15000147549

4. **REGISTERED AGENT:** The name and address of the Registered Agent is as follows:

Curtis D. Hamlin, Esq.
PORGES, HAMLIN, KNOWLES & HAWK, 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, 2075.

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

FAX AUDIT #:

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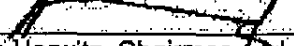
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FAX AUDIT #:

By: ALLIANT STRATEGIC FUND II GP, LLC,
a Florida limited liability company, as General
Partner of ALLIANT STRATEGIC
PRESERVATION FUND II, LTD., a Florida
limited partnership

By: ASI Manager I, LLC, a Florida limited
liability company, as the sole Manager of
ALLIANT STRATEGIC FUND II GP, LLC

By: 
Shawn Horwitz, Chairman and CEO

REGISTERED AGENT:

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

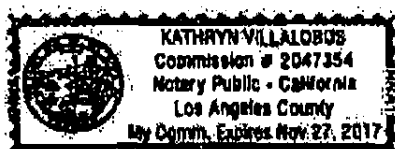
By: 
Curtis D. Hamlin, Esq., Registered Agent


STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

On September 4, 2015, before me, personally appeared Shawn Horwitz, as Chairman and CEO of ASI Manager I, LLC, a Florida limited liability company, as sole Manager of ALLIANT STRATEGIC FUND II GP, LLC, a Florida limited liability company, as General Partner of ALLIANT STRATEGIC PRESERVATION FUND II, LTD., a Florida limited partnership, on behalf of the corporation, limited liability company and the limited partnership, 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.

(SEAL)




Notary Public, State of California

(Type or Print Notary Name Here)

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