

**CERTIFICATE OF WITHDRAWAL OF AUTHORITY TO
TRANSACTION BUSINESS IN FLORIDA**

The name of the limited liability company as currently filed with the Florida Department of State:
STONEHENGE FLORIDA NMTC INVESTMENT FUND, LLC

The document number of the limited liability company is M09000003581.

This limited liability company was organized under the laws of Delaware.

The date this limited liability registered with the Department of State is September 10, 2009.

This limited liability company is withdrawing its certificate of authority in this state.

Signature: JOHN P. WITTEN

Electronic Signature of Authorized Representative