

veny, dissolution or other cessation to exist.

ARTICLE IX

POWER OF ATTORNEY

9.1 (a) Each Limited Partner hereby irrevocably constitutes and appoints the General Partners, or either of them, his true and lawful attorneys, in his name, place and stead, to make, execute, consent to, swear to, acknowledge, record and file:

(i) this Agreement and Certificate of Limited Partnership under the laws of the State of South Carolina;

(ii) any certificate or other instrument which may be required to be filed by the Partnership or the Partners as required under the laws of the State of South Carolina and under the applicable laws of any other jurisdiction to the extent that the General Partners deem such filing to be necessary or required;

(iii) any and all amendments or modifications of the instruments described in the preceding subsections (a) (i) and (a) (ii); provided that such amendments or modifications are otherwise allowable under the terms of this Agreement and Certificate;

(iv) all certificates and other instruments which may be required to effectuate the dissolution and termination of the Partnership pursuant to the provisions of this Agreement and Certificate;

(v) any and all consents or other instruments deemed necessary or desirable by the General Partners, or either of them, for the admission of additional Limited Partners and substituted Limited Partners, pursuant to the terms of this Agreement and Certificate; and

(vi) all such other instruments as the General Partners may deem necessary or desirable to fully carry out the provisions of this Agreement and Certificate in accordance with its terms;

and each Limited Partner hereby irrevocably constitutes and appoints the General Partners his true and lawful attorneys, in his name, place and stead, to take any and all such other action as the General Partners may deem necessary or desirable to fully carry out the provisions of this Agreement and Certificate in accordance with its terms.

(b) It is expressly understood and intended by each Limited Partner that the grant of the foregoing Power of Attorney is coupled with an interest and shall be irrevocable.

(c) The foregoing Power of Attorney shall survive the death of any Limited Partner who shall have died during the term hereof.

(d) The foregoing Power of Attorney may be exercised by the General Partners for each Limited Partner individually or as attorneys-in-fact for all of them together.

4328 RV-2

9288