

FILED
GREENSBORO CO. S. C.

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CEDARWOOD ASSOCIATES LIMITED PARTNERSHIP
DONNIE R. KLEINER PARTNER POWER OF ATTORNEY
R.M.C.

5830

The undersigned desiring to become a Limited Partner of the above Limited Partnership hereby agrees to all the terms of the foregoing agreement creating said Limited Partnership. The undersigned further constitutes and appoints the General Partner as his true and lawful attorney, in his or its name, place and stead, to make, execute, acknowledge and file amended Certificates of Limited Partnership and all other documents necessary to affectuate the matters specified in paragraph 7 of the Limited Partnership Agreement or to admit additional or substitute Limited Partners pursuant to the Limited Partnership Agreement.

This power of attorney granted to the General Partner: (a) is a special power of attorney coupled with an interest, is irrevocable, and shall not be affected by the physical disability or mental incompetence of the undersigned which renders the undersigned incapable of managing his own estate; (b) may be exercised by the General Partner for each Limited Partner by a facsimile signature of the General Partner or by listing all of the Limited Partners executing any instrument with a single signature of the General Partner acting as attorney-in-fact for all of them; and (c) shall survive the delivery of an assignment by the undersigned of the whole or any portion of his interest in the Limited Partnership except that where the assignee thereof has been approved by the General Partner for admission to the Partnership as a substitute Limited Partner, this power of attorney shall survive the delivery of such assignment for the sole purpose of enabling the General Partner to execute, acknowledge, swear to and file any instrument necessary to effect such substitution.

Pursuant to this power of attorney granted by the undersigned, the undersigned authorizes said attorney to take any further action which said attorney shall consider necessary or desirable in connection with any of the foregoing, hereby giving said attorney full power and authority to do and perform every act and thing whatsoever necessary and desirable to be done fully as said Limited Partner might or could do if personally present, and hereby ratifying and confirming all that said attorney shall lawfully do or cause to be done by virtue hereof.

Please sign below in the manner as the interests are to be registered.

Executed this 19th day of January, 1981, at _____
(City), _____ (State).

LIMITED PARTNER:

Jay H. Kleinman

Jay Kleinman

521 133 1724

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