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CERTIFICATE OF LIMITED PARTNERSHIP
Interstate Industrial, Ltd.

1. The name of the Partnership shall be Interstate Industrial, Ltd.
2. The character of the business shall be to generally acquire, hold, develop, lease, operate, manage, improve and maintain real property for investment.
3. The location of the principal place of business shall be , Pocatello, Idaho.
4. The name and place of residence of each General and Limited Partner is as follows:

General Partners:

Name

Address

Leon Wilford Manning

Leon Wilford Manning
1060 Cochrane Dr.

R. John Eyre

R. John Eyre
684 University Dr.

H. Gene Hoge

H. Gene Hoge
2085 Hazel Dr.

J. A. Johnson

Audath E. Johnson
J. A. Johnson

Neph Evenson

Neph Evenson
36 Tulane, Pocatello Id.

John R. Davis

John R Davis

Limited Partners:

Name

Address

IB&T as trustee for Physical Therapy
Services Inc. Profit Sharing and
trust agreement

Leigh D. Browning
Senior Vice-President

P. O. Box 1788 - Pocatello, Idaho

IB&T as trustee for Pocatello Radiology
Associates, Profit Sharing Plan and
Trust Agreement

Leigh D. Browning
Senior Vice-President

P. O. Box 1788 - Pocatello, Idaho

R. John Eyre

R John Eyre

684 University Dr.

5. The term of the Partnership shall be until December 31, 2009, unless sooner dissolved by the death, incompetency, withdrawal, or bankruptcy of a General Partner or upon agreement of the General Partners.

6. Each Limited Partner has contributed the following cash to the partnership:

<u>PHYSICAL THERAPY SERVICES, INC. PROFIT SHARING & TRUST</u>	\$10,000.00
<u>Pocatello Radiology Associates Profit Sharing Plan & Trust</u>	\$10,000.00
<u>R. John Eyre</u>	\$10,000.00

7. In the event the profits of and capital contributions to the Partnership are not sufficient to pay installments due under a Promissory Note executed by the Partnership as part

8. The capital contributions of the Limited Partners will be returned, if at all, only upon the dissolution and liquidation of the Partnership.

9. The Limited Partners shall receive the following share of profits or other compensation by way of income:

<u>Physical Therapy Services, INC. Profit Sharing & TRUST</u>	10%
<u>Pocahontas Radiology Associates Profit Sharing Plan & TRUST</u>	10%
<u>R. John Eyre</u>	10%

After the total net profits, less net losses, received by the Limited Partners, equals or exceeds the total capital contribution made by each of the Limited Partners, 5% of the net profit shall be divided equally among the General Partners and 5% of the net profit shall be paid to the Managing General Partner prior to any distribution of net profits to the Limited Partners.

10. Limited Partnership Interests may be transferred only on the approval of the General Partners and only in compliance with the securities laws, including the Securities Act of 1933. As a condition to his admission as a substituted Limited Partner (a) any assignee, legatee, distributee, transferee or successor of a Limited Partner shall execute and deliver such instruments, in form and substance satisfactory to the General Partners, as the General Partners shall deem necessary or desirable to cause him to become a substituted Limited Partner, and (b) such assignee, legatee, distributee, transferee or successor shall pay all reasonable expenses in connection with his admission as a substituted Limited Partner including, but not limited to, the costs of preparation and filing of any amendment of the Certificate of Limited Partnership necessary or desirable in connection therewith.

11. No additional Limited Partners may be admitted.

12. No Limited Partner has priority over any other Limited Partner with respect to contributions or income.

13. The remaining General Partners may continue the business of the Partnership upon the death, retirement or insanity of a General Partner.

14. The Limited Partners have no power to dissolve

have no right to demand and receive property other than cash
in return for their contribution.

GENERAL PARTNERS:

LEON WILFORD MANNING *Leon W. Manning*

R. JOHN EYRE *R. John Eyre*

H. GENE HOGE *H. Gene Hoge*

J. A. JOHNSON *Ardat C. Johnson*
J. A. Johnson

NEPH EVENSON *Neph Evenson*

GREGG E. EYRE *Gregg Eyre*

JOHN R. DAVIS *John Davis*

LIMITED PARTNERS:

Joseph D. Braum Senior Vice President
IB&T as trustee for Physical Therapy Services Inc.
Profit Sharing and Trust Agreement

Joseph D. Braum Senior Vice President
IB&T as trustee for Pocatello Radiology Association
Profit Sharing Plan and Trust Agreement

R. John Eyre
R. John Eyre

STATE OF IDAHO)
)
County of Bannock) ss.

On this 12th day of October, 1979, before me, a Notary Public for said county and state, appeared Neph Evenson, known to me to be the person that executed the instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Evonne E. Dameron
Notary Public, State of Idaho,
Residing at Pocatello.

SEAL

NOTARY SEAL

STATE OF IDAHO)
)
County of Bannock) ss.

On this 15th day of October, 1979, before me, a Notary Public for said county and state, appeared Leon W. Herd Manning, known to me to be the person that executed the instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Ed Clawn
Notary Public, State of Idaho,
Residing at Pocatello.

SEAL

NOTARY SEAL

STATE OF IDAHO)
)
County of Bannock) ss.

On this 15th day of October, 1979, before me, a Notary Public for said county and state, appeared R. John Eure, known to me to be the person that executed the instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Ed Clawn
Notary Public, State of Idaho,
Residing at Pocatello.

SEAL

NOTARY SEAL

STATE OF IDAHO)
)
County of Bannock) ss.

On this 15th day of October, 1979, before me, a Notary Public for said county and state, appeared H. Gene Hoag, known to me to be the person that executed the instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

SEAL

NOTARY SEAL

[Signature]
Notary Public, State of Idaho,
Residing at Pocatello.

STATE OF IDAHO)
)
County of Bannock) ss.

On this 15th day of October, 1979, before me, a Notary Public for said county and state, appeared J. A. Johnson, known to me to be the person that executed the instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

SEAL

NOTARY SEAL

[Signature]
Notary Public, State of Idaho,
Residing at Pocatello.

STATE OF IDAHO)
)
County of Bannock) ss.

On this 15th day of October, 1979, before me, a Notary Public for said county and state, appeared Gregg E. Eyrre, known to me to be the person that executed the instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

SEAL

NOTARY SEAL

[Signature]
Notary Public, State of Idaho,
Residing at Pocatello.

STATE OF IDAHO)
)
County of Bannock) ss.

On this 15th day of October, 1979, before me, a Notary Public for said county and state, appeared John R. Davis, known to me to be the person that executed the instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

SEAL

NOTARY SEAL

[Signature]
Notary Public, State of Idaho,
Residing at Pocatello.

STATE OF IDAHO)
)
County of Bannock) ss.

On this _____ day of _____, 1979, before me, a Notary Public for said county and state, appeared _____, known to me to be the person that executed the instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

SEAL

Notary Public, State of Idaho,
Residing at Pocatello.

STATE OF IDAHO)
)
County of Bannock)

On this _____ day of _____, 1979, before me, a Notary Public for said county and state, appeared _____ of _____, known to me to be the _____ of the corporation that executed the instrument, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

SEAL

Notary Public, State of Idaho,
Residing at Pocatello.

STATE OF IDAHO)
)
County of Bannock) ss.

On this 12th day of October, 1979, before me,
a Notary Public for said county and state, appeared James H. [unclear]
[unclear], known to me to be the President
of the corporation that executed the instrument, and acknowledged
to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year in this certificate first
above written.

Dynora A. Brackenburg
Notary Public, State of Idaho,
Residing at Pocatello.

SEAL

NOTARY SEAL

STATE OF IDAHO)
)
County of Bannock) ss.

On this 12th day of October, 1979, before me,
a Notary Public for said county and state, appeared James H. [unclear]
[unclear], known to me to be the President
of the corporation that executed the instrument, and acknowledged
to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year in this certificate first
above written.

Dynora A. Brackenburg
Notary Public, State of Idaho,
Residing at Pocatello.

SEAL

NOTARY SEAL

STATE OF IDAHO }
County of Bannock } ss

I hereby certify that the foregoing is a full, true and
correct copy of an instrument as the same now remains
in my office.

IN WITNESS WHEREOF, I have hereunto affixed

28 day of November A.D. 1990
[unclear] CLERK OF THE DISTRICT COURT
EX-OFFICIO AUDITOR AND RECORDER

by Deputy

Michele Ray

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STATE OF IDAHO

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()

[Handwritten signature]
I, the undersigned, being duly sworn, depose and say that the foregoing is a true and correct copy of the instrument, and acknowledged the same to me at the place and time hereinafter stated.

Subscribed and sworn to before me this _____ day of _____, 19____.

[Handwritten signature]
Notary Public for Idaho

()
()

635044

RECORDED AT REQUEST

Mountain States Title Co.

EXCT 15 2 43 PM '73

OFFICIAL RECORD IN NO

DAWSON COUNTY IDAHO

3. NEIL ANDERSON REC'D

FEE 2.00 DEPUTY

INTERSTATE INDUSTRIAL LTD