#356521.01

THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS (EWB)
2700 First American Center
Nashville, Tennessee 37238

SPECIAL WARRANTY DEED

Address New Owner(s)	Send Tax Bills To:	Map-Parcel Number(s)
Health Images, Inc. 8601 Dunwoody Place Building 200 Atlanta, GA 30350	Same	Map 92-11 Parcel 201

FOR AND IN CONSIDERATION OF THE SUM OF TEN ($10.00) DOLLARS, and other good and valuable consideration, receipt of all of which is hereby acknowledged, IMAGEAMERICA DAL CORP., a Tennessee corporation ("Grantor"), has this day bargained and sold, and does hereby transfer and convey unto HEALTH IMAGES, INC., a Delaware corporation ("Grantee"), certain real property in Hamilton County, Tennessee, as more particularly described on Exhibit A attached hereto and incorporated herein by reference.

This is improved property known as:
337 22nd Avenue North
Nashville, Tennessee 37203

This conveyance is made by Grantor and accepted by Grantee subject to (i) liens for current real property taxes not yet due and payable; (ii) liens disclosed in Schedule 3.1.13 of the Disclosure Schedule to the Asset Purchase Agreement dated December 21, 1994 among Grantee, MedAlliance, Inc., Grantor and certain other subsidiaries of MedAlliance, Inc. (the "Asset Purchase Agreement"); (ii) worker's, carrier's and materialmen's liens; and (iv) liens, restrictions and other encumbrances and defects of title that are immaterial in character, amount and extent.

TO HAVE AND TO HOLD the said real property together with all appurtenances and hereditaments thereunto belonging or in any wise appertaining, subject to the matters set forth above), unto Grantee, its successors and assigns, forever.

GRANTOR covenants and binds itself, its successors and assigns to warrant specially and forever defend the title to said real estate to Grantee, its successors and assigns, against the lawful claims of all persons claiming through and under Grantor (other than claims arising out of the matters set forth above, but not further or otherwise.

NOTWITHSTANDING anything contained herein, in no event shall Grantor's warranties contained herein be deemed to expand the warranties made by Grantor to Grantee in the Asset Purchase Agreement; and the rights of Grantee for breach of any warranty contained herein shall be governed solely by the provisions of the aforesaid Asset Purchase Agreement.

IN WITNESS WHEREOF, Grantor has executed this instrument on this 13th day of April, 1995, to be effective as of March 31, 1995.

IMAGEAMERICA DAL CORP.

By: _____
Its: President

STATE OF Tennessee)

COUNTY OF Davidson)

Personally appeared before me, Lea Ann Riggan, a Notary Public, Patrick T. Ryan, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the President of ImageAmerica Dal Corp., a corporation, and is authorized by the corporation to execute this instrument on behalf of the corporation.

WITNESS my hand, at office, this 13th day of April, 1995.

_____
Notary Public

My Commission Expires:

5/25/96

STATE OF Tennessee)

COUNTY OF Davidson)

The actual consideration or value (whichever is greater) for this transfer is $2,311,422.

_____
Affiant

Subscribed and sworn to before me, this 13th day of April, 1995.

_____
Notary Public

My Commission Expires:

5/25/96

EXHIBIT A

[Description of Land]

BEING a tract of land lying in Nashville, Davidson County, Tennessee and being bounded on the east by Twenty-Second Avenue North, on the south by Wanda B. High, on the west by Alley No. 903 and on the north by Leslie Avenue, and being more particularly described according to a survey by R. Scot Cherry (Tenn. No. 1512), Cherry Land Surveying, 700 Craighead Street, Suite 204, Nashville, Tennessee 37204, as follows:

BEGINNING at an iron pin, being the intersection of the south right-of-way line of Leslie Avenue and the west right-of-way line of Twenty-Second Avenue North:

Thence, with the west right-of-way line of Twenty-Second Avenue North, South 31 deg 13 min 42 sec East, 154.00 feet to an iron pin in the west right-of-way line of Twenty-Second Avenue North and being a corner common with Wanda B. High;

Thence, with Wanda B. High, South 58 deg 53 min 51 sec West, 174.75 feet to an iron pin in the east right-of-way line of Alley No. 903 and being a corner common with Wanda B. High;

Thence, with the east right-of-way line of Alley No. 903, North 31 deg 13 min 42 sec West, 154.00 feet to an iron pin in the south right-of-way line of Leslie Avenue;

Thence, with the south right-of-way line of Leslie Avenue, North 58 deg 53 min 51 sec East, 174.75 feet to the point of beginning;

Containing 26,911 square feet or 0.618 acres, more or less.

BEING a part of Lot Nos. 144, 145 and 146, Block 11, Plan of the Murphy Land Company, Division "B", as of record in Book 161, Page 126, Register's Office for Davidson County, Tennessee, and being a part of the property conveyed to MedInc. DAL Corp. (being the same corporation whose name is now ImageAmerica DAL Corp.) by deed from Outlook Nashville, Inc., of record in Book 8523, page 393, said Register's Office.

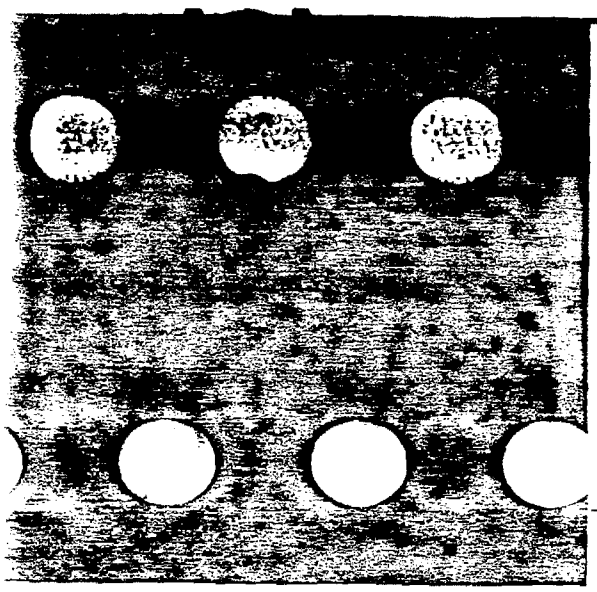
RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

95 APR 17 PM 3:40
REGISTER
DAVIDSON COUNTY, TN.

PICK-UP

52220
IDENTIF. & REFERENCE

1556 04/17 0101 03CHECK 8565.18



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

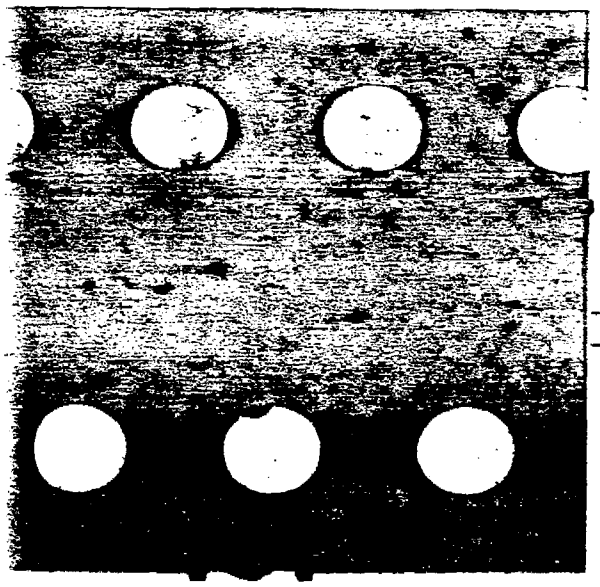
RECEIVED OF _____

FOR _____

BOOK 9647 PG 182

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID



CAMT 2311422.00
CON TX 8552.18
PRFEE 1.00
WDEED 12.00
TOTAL 8565.18
CHECK 8565.18

04/17/95 01 15:40 0001 1556

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

52220
IDENTIF. & REFERENCE

95 APR 17 PM 3:40

REGISTER
DAVIDSON COUNTY, TN.

No. 901035