File 35
CTIC (JBP)

This instrument prepared by and
after recording return to:

Kimberly L. Hager, Esq.
Haskell Slaughter Young & Rediker, L.L.C.
1200 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, Alabama 35203

Davidson County DEEDWARR
Recvd: 01/24/03 15:23 7pgs
Fees:38.00 Taxes:11626.82
20030124-0010379

STATE OF TENNESSEE)
:
DAVIDSON COUNTY)

SPECIAL WARRANTY DEED

This indenture, made this 2nd day of January, 2003, between First Cambridge HCI Acquisitions, LLC a Delaware limited liability company ("Grantor"), and SCA-Dalton, Inc., a Tennessee corporation ("Grantee").

Witnesseth: That the said Grantor for and in consideration of Ten Dollars ($10.00) to Grantor in hand paid by the said Grantee, the receipt whereof is hereby acknowledged, hereby sells and conveys unto the said Grantee's heirs and assigns forever the certain tract of land situated and being in the Davidson County, Tennessee (the "Land") more particularly described on Exhibit A attached hereto, together with (i) all covenants, licenses, privileges, and benefits belonging to the Land; (ii) all easements, rights-of-way, rights of ingress and egress, and other interests of Grantor in, on, to, or under any land, highway, street, road, or avenue, open or proposed, public or private, in, on, across, in front of, abutting, or adjoining the Land, including all strips and gores and vacancies adjacent to or lying between the Land and any adjacent real property; (iii) all mineral interests and executive rights relating to the Land; (iv) all surface rights and air rights relating to the Land; and (v) all development rights relating to the Land; and (b) all buildings, structures, fixtures, and other improvements of every kind located on the Land. All of the property, rights, and interests described or referred to above are collectively referred to herein as the "Property".

This conveyance is made by Grantor and accepted by Grantee subject to all of the matters (the "Permitted Exceptions") set forth on Exhibit B attached hereto and made a part hereof for all purposes, to the extent the same are now in force and effect and relate to the Property.

To have and to hold all and singular the Property together with all and singular the rights, members hereditaments and appurtenances to the Property belonging or in any wise incident or appertaining unto the Grantee, its successors and assigns, forever. Subject to the Permitted Exceptions, Grantor does hereby bind itself, its successors and assigns, to warrant and forever defend all and singular the said premises unto the Grantee, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same, or any part thereof by through or under Grantor, but not otherwise.

IN WITNESS WHEREOF, the undersigned has caused this Deed to be executed by its duly authorized officer on the date first written above.

First Cambridge HCI Acquisitions, LLC,
a Delaware limited liability company

By: Cambridge Holdings Incorporated,
Its sole Member and Managing Member

By: _____
Jean-Claude Saada
President

STATE OF TEXAS)
:
COUNTY OF DALLAS)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Jean-Claude Saada, whose name as President of Cambridge Holdings Incorporated, a Delaware corporation, and sole Member and Managing Member of First Cambridge HCI Acquisitions, LLC a Delaware limited liability company, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the said instrument, he as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

GIVEN under my hand and seal, this 30th day of December, 2003.

[NOTARIAL SEAL]

_____
Notary Public

Print Name: Kathy Lieftwich

My Commission Expires: 5/20/2003

362336.1

STATE OF TEXAS

COUNTY OF DALLAS

The actual consideration or value whichever is greater, for this transfer is $ 3,142,384.

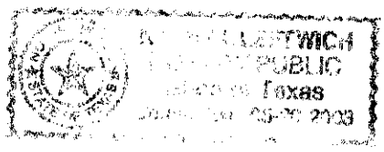
First Cambridge HCI Acquisitions, LLC

By: Cambridge Holdings Incorporated,
Its sole Member and Managing Member

By: _____
Jean-Claude Saada
President

Subscribed and sworn to before me this the 31st day of December, 2002.

(Seal)



Betty A. Lefevre
Notary Public

My commission expires 5/20/2003

EXHIBIT A

Diagnostic Center of Nashville
337 22nd Avenue North
Nashville, Tennessee
06-0036

Commitment Number 000501353

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.

Being the same property conveyed to First Cambridge HCI Acquisitions, LLC, a Delaware limited liability company, by deed of Diagnostic Health Corporation, a Delaware corporation successor by merger to Health Images, Inc., dated December 28, 2001, and recorded in the Register's Office of Davidson County, Tennessee, as Instrument No. 20020108-0002670.

EXHIBIT B
(Nashville)

Ad valorem taxes subsequent to the year 2001.

Common wall easement and overhead electric telephone lines as depicted on Survey of Tony Reason dated December 14, 2001.

Rights of HEALTHSOUTH Corporation as tenant under unrecorded lease from First Cambridge HCI Acquisitions LLC dated December 28, 2001.