



September 25, 2006

Robert Kowal
President & Chief Executive Officer
Sonoma Valley Hospital
347 Andrieux Street
Sonoma, CA 95476

Dear Mr. Kowal:

California Advanced Imaging Medical Associates, Inc ("CAIMA") is pleased to have the opportunity to participate in the ownership of the diagnostic imaging center being contemplated by Sonoma Valley Hospital ("SVH"). This letter of intent expresses CAIMA's desire to acquire a forty-nine percent (49%) ownership interest in the joint venture that will be formed for the purposes of developing and owning a state-of-the-art multi-modality diagnostic imaging center. Subject to agreement on the definitive terms and conditions and the conditions set forth below, CAIMA indicates its desire to purchase an ownership interest in the imaging center and to work with SVH to determine the feasibility of the project, the type of imaging technology to be acquired and to define the needs for imaging services.

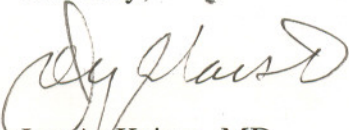
This non-binding letter of intent shall be subject to the following conditions:

1. Demonstration that the contemplated project is feasible and will provide a return on investment satisfactory to CAIMA investors;
2. SVH securing a site on terms and conditions satisfactory to CAIMA;
3. SVH's securing of any and all necessary government and third party approvals to occupy the space for the purpose of operating a diagnostic imaging center;
4. Completion of definitive documents for the contemplated joint venture arrangement that are mutually satisfactory to CAIMA and SVH;
5. Review and approval of the joint venture arrangement by legal counsel for both CAIMA and SVH as to compliance with all applicable state and federal laws, regulations, rules and guidelines;
6. CAIMA continues to provide professional services, on a mutually agreeable basis, at SVH and the new imaging center;
7. CAIMA and its affiliated management company ("Immix") obtaining mutually agreeable contracts to manage the imaging center; and
8. Completion of a new entity comprised of CAIMA investors for the purpose of investing in the contemplated joint venture.

It is expressly understood by both parties that, except with regard to the exclusivity of negotiations set forth in the following paragraph, this letter of intent does not constitute a binding agreement, but is intended only to indicate the parties' intent to work toward developing the business terms and conditions under which both parties would agree to enter into the arrangement to develop and own the new imaging center; and in no event shall either party have any liability or obligations to the other party by reason of this letter. The parties anticipate that the closing of the terms and conditions of the arrangement will occur within approximately 180 days after the date of this letter.


Notwithstanding the non-binding nature of this letter of intent, SVH and its affiliates agree to work exclusively with CAIMA and shall not solicit, consider or discuss any other similar proposals or offers with regard to the provision of imaging services, as long as negotiations are continuing.

Sincerely,



Jay A. Kaiser, MD
President

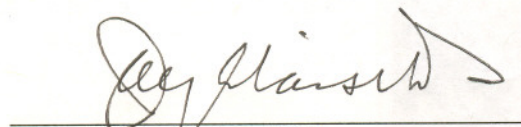
Accepted by Sonoma Valley Hospital



By: Robert Kowal
Its: President & Chief Executive Officer

Date: 9.28.06

Accepted by California Advanced Imaging Medical Associates, Inc.



By: Jay A. Kaiser, MD
Its: President

Date: 09/26/06