

The Depository Trust Company

IMPORTANT

B#: 0358

DATE: July 21, 2000

TO: All Participants

CATEGORY: Reorganization

FROM: DTC Proxy Department

ATTENTION: Proxy/Reorganization Manager

SUBJECT: Intelligent Medical Imaging, Inc.
Common Shares
CUSIP #45815T 10 6

Intelligent Medical Imaging, Inc., is soliciting acceptances of its Amended Plan of Reorganization, dated July 11, 2000 (the "Plan"). Holders of Intelligent Medical Imaging, Inc. Common Shares of record on July 11, 2000, are eligible to vote by ballot to accept or reject the Plan.

Accompanying the Amended Disclosure Statement dated July 11, 2000 and other materials for voting on the Plan is the attached Order, which refers to a hearing on confirmation of the Plan, which is scheduled to be held on August 7, 2000. DTC also received the attached Ballot. Participants may obtain copies of the materials for voting on the Plan by contacting:

Leslie Gern Cloyd, Esq.
At: 954-525-9900

DTC will provide Intelligent Medical Imaging, Inc. with a listing of the Participants which had Intelligent Medical Imaging Inc., Common Shares on deposit with DTC at the close of business on July 7, 2000, so that Participants may vote on the Plan.

Participants are referred to the Amended Disclosure Statement dated July 7, 2000, for a statement of the terms of the Plan.

Participants are advised that acceptances or rejections of the Plan must be received by Clerk of Bankruptcy Court no later than August 2, 2000. Executed ballots should be returned to:

Clerk of Bankruptcy Court
701 Clematis Street
Room 201
West Palm Beach, FL 33401

Intelligent Medical Imaging, Inc. Common Shares will remain eligible at DTC during the solicitation.

Participants are referred to RIPS Envelope 93 and LENP for details of the Plan.

Karl Baker

Manager

Attachments

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO. 99-35847-BKC-SHF
CHAPTER 11 PROCEEDING

In The Matter Of:

INTELLIGENT MEDICAL IMAGING, INC.,

Debtor.

**ORDER (I) APPROVING AMENDED DISCLOSURE STATEMENT;
(II) SETTING HEARING ON CONFIRMATION OF AMENDED PLAN;
(III) SETTING HEARING ON FEE APPLICATIONS;
(IV) SETTING VARIOUS DEADLINES; AND
(V) DESCRIBING PLAN PROPONENT'S OBLIGATIONS**

CONFIRMATION HEARING AND HEARING ON FEE APPLICATIONS

August 7, 2000, at 1:30 p.m.

LOCATION:
United States Bankruptcy Court
701 Clematis Street, Courtroom #6
West Palm Beach, Florida

PROPONENT'S DEADLINE FOR SERVING THIS ORDER,
DISCLOSURE STATEMENT, PLAN, AND BALLOT:

July 13, 2000, (25 days before Confirmation Hearing)

DEADLINE FOR OBJECTIONS TO CLAIMS:

July 28, 2000, (10 days before Confirmation Hearing)

DEADLINE FOR FEE APPLICATIONS:

July 28, 2000 (10 days before Confirmation Hearing)

PROPONENT'S DEADLINE FOR SERVING NOTICE OF FEE APPLICATIONS:

July 31, 2000 (7 days before Confirmation Hearing)

DEADLINE FOR OBJECTIONS TO CONFIRMATION:

August 2, 2000 (5 days before Confirmation Hearing)

DEADLINE FOR FILING BALLOTS ACCEPTING OR REJECTING PLAN:

August 2, 2000 (5 days before Confirmation Hearing)

U.S. BANKRUPTCY CT.
SD OF FLA.
W.P. BCH.

RECEIVED BY _____
00 JUL 11 PM 4:08
JUL 11 2000

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PROPONENT'S DEADLINE FOR FILING
PROPONENT'S REPORT AND CONFIRMATION AFFIDAVIT:

August 4, 2000 (1 business day before Confirmation Hearing)

The Court conducted a hearing on June 28, 2000, to consider approval of the proposed Amended Disclosure Statement filed by Debtor (the "Plan Proponent"). Certain objections were filed which were discussed on the record. The Court finds that the Amended Disclosure Statement (as amended, if amendments were announced by the Plan Proponent or required by the Court at the hearing) contains "adequate information" regarding the Plan in accordance with 11 U.S.C. §1125(a). Therefore, pursuant to 11 U.S.C. §1125(b) and Rule 3017(b), FRBP, the Amended Disclosure Statement is approved.

This Order sets a hearing to consider confirmation of the Amended Plan ("Confirmation Hearing"), a hearing on fee applications and sets forth the deadlines and requirements relating to confirmation provided in the Bankruptcy Code, Federal Rules of Bankruptcy Procedure and Local Rules of this Court. Certain deadlines have been shortened, for cause shown.

1. HEARING TO CONSIDER CONFIRMATION OF PLAN

The Court has set a hearing to consider confirmation of the Plan for the date and time indicated above as "CONFIRMATION HEARING." The Confirmation Hearing may be continued to a future date by notice given in open Court at the Confirmation Hearing.

2. DEADLINE FOR FILING AND HEARING ON FEE APPLICATIONS

The last day for filing and serving fee applications is indicated above as "DEADLINE FOR FEE APPLICATIONS." All prospective applicants for compensation, including attorneys, accountants and other professionals, shall file applications which include actual

time and costs, plus an estimate of additional time and costs to be incurred through confirmation. At or prior to confirmation, applicants must file a supplement with documentation supporting the estimated time and costs. Fee applications shall be timely filed with the Court and served (with all exhibits, including documentation of estimated time) on (i) the Debtor; (ii) the Plan Proponent (if other than the Debtor); (iii) all Committees that have been appointed; (iv) any Chapter 11 Trustee or Examiner that has been appointed; and (v) the U.S. Trustee.

Fee applications will be set for hearing together with the confirmation hearing. The Plan Proponent shall serve notice of all fee applications pursuant to Paragraph 6 below.

3. DEADLINE FOR OBJECTIONS TO CONFIRMATION

The last day for filing and serving objections to confirmation of the Plan is indicated above as "DEADLINE FOR OBJECTIONS TO CONFIRMATION." Objections to confirmation shall be filed with the Court and served on (i) the Debtor; (ii) the Plan Proponent (if other than the Debtor); (iii) all Committees that have been appointed; (iv) any Chapter 11 Trustee or Examiner that has been appointed; and (v) the U.S. Trustee.

4. DEADLINE FOR FILING BALLOTS ACCEPTING OR REJECTING PLAN

The last day for filing a ballot accepting or rejecting the Plan is indicated above as "DEADLINE FOR FILING BALLOTS ACCEPTING OR REJECTING PLAN." All parties entitled to vote should receive a ballot from the Plan Proponent by mail pursuant to Paragraph 6(A) of this Order. If you receive a ballot but your entire claim has been objected to, you will not have the right to vote until the objection is resolved, unless you

request an order under Bankruptcy Rule 3018(a) temporarily allowing your claim for voting purposes.

5. DEADLINE FOR OBJECTIONS TO CLAIMS

Pursuant to Local Rule 307(B), the last day for filing and serving objections to claims is indicated above as "DEADLINE FOR OBJECTIONS TO CLAIMS." All objections to claims must be filed before this date unless the deadline is extended by further order.

6. PLAN PROPONENT'S OBLIGATIONS

(A) On or before the date indicated above as "PROPONENT'S DEADLINE FOR SERVING THIS ORDER, DISCLOSURE STATEMENT, PLAN, AND BALLOT" the Plan Proponent shall serve a copy of this Order, the approved Disclosure Statement (with all amendments, if amendments were announced by the Plan Proponent or required by the Court at the Disclosure Hearing), the Plan, and the Court approved Ballot form on all creditors, all equity security holders, and all other parties in interest.

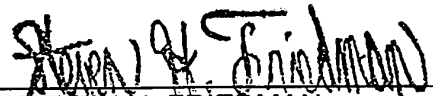
(B) On or before the date indicated above as "PROPONENT'S DEADLINE FOR SERVING NOTICE OF FEE APPLICATIONS," the Plan Proponent shall serve a Notice of Hearing of all fee applications, identifying each applicant and the amounts requested. The Notice shall be served on all creditors, all equity security holders, and all other parties in interest.

(C) On or before 5:00 p.m. on the date indicated above as "PROPONENT'S DEADLINE FOR FILING PROPONENT'S REPORT AND CONFIRMATION AFFIDAVIT," the Plan Proponent shall file with the Court and deliver a copy to the U.S. Trustee the local form "Certificate of Proponent of Plan on Acceptance of Plan, Report on Amount to be

Deposited, Certificate of Amount Deposited and Payment of Fees," and the local form confirmation affidavit ("Confirmation Affidavit"). The Confirmation Affidavit shall set forth the facts upon which the Plan Proponent relies to establish that each of the requirements of 11 U.S.C. § 1129 are satisfied. The Confirmation Affidavit should be prepared so that by reading it, the Court can easily understand the significant terms of the Plan and other material facts relating to confirmation of the Plan. The individual executing the Confirmation Affidavit shall be present at the Confirmation Hearing.

If the Plan Proponent does not timely comply with any of the requirements of this Order, the Court may impose sanctions at the Confirmation Hearing without further notice including dismissal, conversion of the case to Chapter 7, or the striking of the Plan. The Court will also consider dismissal or conversion at the Confirmation Hearing at the request of any party or on the Court's own motion.

ORDERED in the Southern District of Florida on JUL 11 2000.


 STEVEN H. FRIEDMAN
 United States Bankruptcy Judge

Copies to:

- Leslie Gern Cloyd, Esquire, 350 East Las Olas Boulevard, Suite 1000, Fort Lauderdale, FL 33301
- U.S. Trustee, 51 S.W. First Avenue, Miami, FL 33131
- Intelligent Medical Imaging, Inc., 3960 RCA Boulevard, Palm Beach Gardens, FL 33410

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UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF FLORIDA

In re:

Case No. 99-35847-BKC-SHF Chapter 11

INTELLIGENT MEDICAL IMAGING, INC.,

Debtor.

BALLOT AND DEADLINE FOR FILING BALLOT ACCEPTING OR REJECTING PLAN

The Amended Plan filed by Intelligent Medical Imaging, Inc. on July 11, 2000.

TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT BY THE DEADLINE INDICATED BELOW (AS SET PURSUANT TO LOCAL RULE 3018-1).

The plan referred to in this ballot can be confirmed by the court and thereby made binding on you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class and the holders of two-thirds in amount of equity security interests in each class voting on the plan. In the event the requisite acceptances are not obtained, the court may nevertheless confirm the plan if the court finds that the plan accords fair and equitable treatment to the class rejecting it.

Table with 3 columns: TYPE OF CLAIM, CLASS IN PLAN, AMOUNT OF CLAIM. Rows include General Claim (Secured/Unsecured) and Equity Security Holder.

[Check One Box] [] Accepts [] Rejects the plan for reorganization of the above-named debtor.

Signed: Print or type name: Address: Phone: Date:

FILE THIS BALLOT ON OR BEFORE August 2, 2000

with: Clerk of Bankruptcy Court 701 Clematis St., Room 201, West Palm Beach, FL 33401 with a copy to: Leslie G. Cloyd, Esq., 350 E. Las Olas Blvd., #1000, Ft. Lauderdale, FL 33301 If you have more than one type of claim against this debtor, separate ballots must be filed.