

SEC 1972 Potential persons who are to respond to the collection of information contained in this (6-02) form are not required to respond unless the form displays a currently valid OMB control number.

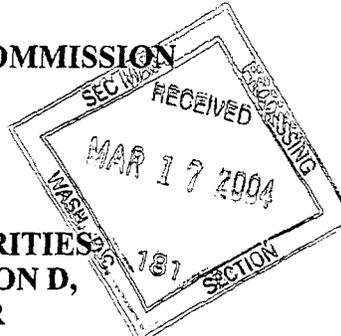
ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION



OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response.. 1

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	



Name of Offering ([ ] check if this is an amendment and name has changed, and indicate change.)

*Preferred Imaging AT CASA LINDA PLAZA, Ltd.*

Filing Under (Check box(es) that apply):

[ ] Rule 504 [ ] Rule 505 [X] Rule 506 [ ] Section 4(6) [ ]

PROCESSED

MAR 18 2004

THOMSON FINANCIAL

Type of Filing: [ ] New Filing [ ] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([ ] check if this is an amendment and name has changed, and indicate change.)

*Preferred Imaging AT CASA LINDA PLAZA, Ltd.*

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

*1778 N. Plano Rd. suite 300 Richardson, TX 972-234-0004*

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

*SAME 972-234-0004*

Brief Description of Business

*medical Imaging*

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Type of Business Organization

corporation                       limited partnership, already formed                       other (please specify):  
 business trust                       limited partnership, to be formed

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Month      Year  
Actual or Estimated Date of Incorporation or Organization:  10     03                       Actual     Estimated  
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
CN for Canada; FN for other foreign jurisdiction)     T     X

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**GENERAL INSTRUCTIONS**

**Federal:**

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

*When to File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

**State:**

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

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**A. BASIC IDENTIFICATION DATA**

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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

~~SEA~~ CASA LINDA Imaging Partners, LLC

Full Name (Last name first, if individual)

1778 N. Plano Rd. Suite 300 Richardson, TX 75081

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Webb, James H.

Business or Residence Address (Number and Street, City, State, Zip Code)

1778 N. Plano Rd. Suite 300 Richardson, TX 75081

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Groesbeck, Ted

Full Name (Last name first, if individual)

1778 N. Plano Rd. Suite 300 Richardson, TX 75081

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Hobbs, Grady

Business or Residence Address (Number and Street, City, State, Zip Code)

1778 N. Plano Rd. Suite 300 Richardson, TX 75081

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or



Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Table with 3 columns: Type of Security, Aggregate Offering Price, Amount Already Sold. Rows include Debt, Equity, Convertible Securities, Partnership Interests, Other, and Total.

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	<u>26</u>	<u>\$ 280,000</u>
Non-accredited Investors .....	<u>4</u>	<u>\$ 20,000</u>
Total (for filings under Rule 504 only) .....	<u>30</u>	<u>\$ 300,000</u>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
Total .....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	[ ]	\$ <u>0</u>
Printing and Engraving Costs .....	[ ]	\$ <u>1,000.00</u>
Legal Fees .....	[ ]	\$ <u>7,500.00</u>
Accounting Fees .....	[ ]	\$ <u>3,500.00</u>
Engineering Fees .....	[ ]	\$ <u>0</u>
Sales Commissions (specify finders' fees separately) .....	[ ]	\$ <u>0</u>
Other Expenses (identify) <u>Development expense</u> .....	[ ]	\$ <u>25,000.00</u>
Total .....	[ ]	\$ <u>37,000.00</u>

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." .....

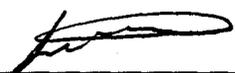
\$ 263,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	[ ] \$ 0	[ ] \$ 0
Purchase of real estate .....	[ ] \$ 0	[ ] \$ 0
Purchase, rental or leasing and installation of machinery and equipment .....	[ ] \$ 0	[ ] \$ 18,000
Construction or leasing of plant buildings and facilities.....	[ ] \$ 0	[ ] \$ 18,000
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	[ ] \$ 0	[ ] \$ 0
Repayment of indebtedness .....	[ ] \$ 0	[ ] \$ 0
Working capital .....	[ ] \$	[ ] \$
Other (specify): <u>Development Fee</u>	[ ] \$ 25,000	[ ] \$ 0
_____	[ ] \$	[ ] \$
_____	[ ] \$	[ ] \$
Column Totals .....	[ ] \$ 25,000.00	[ ] \$ 36,000.00
Total Payments Listed (column totals added) .....	[ ] \$ 61,000.00	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <u>Preferred Imaging at Casa Linda Plaza, Ltd.</u>	Signature 	Date <u>3/11/04</u>
Name of Signer (Print or Type) <u>JAMES H. Webb</u>	Title of Signer (Print or Type) <u>President of General Partner</u>	

<b>ATTENTION</b>
<b>Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)</b>

**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? .....

Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) <i>Preferred Imaging At Casa Linda Plaza, Ltd.</i>	Signature <i>[Signature]</i>	Date <i>3/11/04</i>
Name of Signer (Print or Type) <i>JAMES H. WEBB</i>	Title (Print or Type) <i>President of General Partner</i>	

*Instruction:*

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									

AZ								
AR								
CA								
CO								
CT								
DE								
DC								
FL								
GA								
HI								
ID								
IL								
IN								
IA								
KS								
KY								
LA								
ME								
MD								
MA								
MI								
MN								
MS								
MO								
MT								
NE								
NV								
NH								
NJ								
NM								
NY								
NC								
ND								
OH								
OK								
OR								
PA								
RI								
SC								
SD								
TN								
TX	X	limited partnership units	26	280,000	4	20,000		X
UT								
VT								
VA								
WA								
WV								
WI								

WY									
PR									

*<http://www.sec.gov/divisions/corpfin/forms/formd.htm>  
Last update: 06/06/2002*

Uniform Corporate Resolution  
Uniform Form of Corporate Resolution of

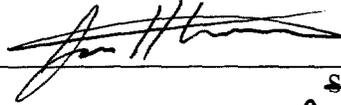
Preferred Imaging At Casa Linda Plaza, Ltd.  
(Name of Corporation)

RESOLVED, that it is desirable and in the best interest of this Corporation that its securities be qualified or registered for sale in various states; that the President or any Vice President and the Secretary or any Assistant Secretary hereby are authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the securities of this Corporation as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of this Corporation any and all such acts as they deem necessary or advisable in order to comply with the applicable laws of any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority from this Corporation and the approval and ratification by this Corporation of the papers and documents so executed and the action so taken.

CERTIFICATE

The undersigned hereby certifies that he is the President of the General Partner, Casa Linda Imaging Partners, LLC, of Preferred Imaging At Casa Linda Plaza Ltd. <sup>Secretary of</sup> a corporation organized and existing under the laws of the State of TEXAS; that the foregoing is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors of said corporation held on the 10th day of MARCH, 2004, at which meeting a quorum was at all times present and acting; that the passage of said resolution was in all respects legal; and that said resolution is in full force and effect.

Dated this 11th day of MARCH, 2003.

  
Secretary  
President

(CORPORATE SEAL)

## Form U-2 Uniform Consent to Service of Process

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned Preferred Funding At CASH Linda Plaza, Ltd (a corporation), (a partnership), a () organized under the laws of TEXAS or (an individual), [~~strike out inapplicable nomenclature~~] for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

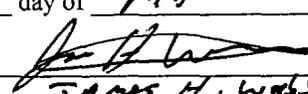
It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

JAMES H. WEBB  
(Name)  
1778 N. PLANO RD. Suite 300 Richardson, TX 75081  
(Address)

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of each State as its attorney in that State for receipt of service of process:

- |  |  |
|--|--|
| <p><input type="checkbox"/> AL Secretary of State</p> <p><input type="checkbox"/> AK Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development</p> <p><input type="checkbox"/> AZ The Corporation Commission</p> <p><input type="checkbox"/> AR The Securities Commissioner</p> <p><input type="checkbox"/> CA Commissioner of Corporations</p> <p><input type="checkbox"/> CO Securities Commissioner</p> <p><input type="checkbox"/> CT Banking Commissioner</p> <p><input type="checkbox"/> DE Securities Commissioner</p> <p><input type="checkbox"/> DC Dept. of Insurance &amp; Securities Regulation</p> <p><input type="checkbox"/> KY Director, Division of Securities</p> <p><input type="checkbox"/> LA Commissioner of Securities</p> | <p><input type="checkbox"/> FL Dept. of Banking and Finance</p> <p><input type="checkbox"/> GA Commissioner of Securities</p> <p><input type="checkbox"/> GUAM Administrator, Department of Finance</p> <p><input type="checkbox"/> HI Commissioner of Securities</p> <p><input type="checkbox"/> ID Director, Department of Finance</p> <p><input type="checkbox"/> IL Secretary of State</p> <p><input type="checkbox"/> IN Secretary of State</p> <p><input type="checkbox"/> IA Commissioner of Insurance</p> <p><input type="checkbox"/> KS Secretary of State</p> <p><input type="checkbox"/> OH Secretary of State</p> <p><input type="checkbox"/> OR Director, Department of Insurance and Finance</p> |
|--|--|

<u>  </u> ME	Administrator, Securities Division	<u>  </u> OK	Securities Administrator
<u>  </u> MD	Commissioner of the Division of Securities	<u>  </u> PA	Pennsylvania does not require filing of a Consent to Service of Process
<u>  </u> MA	Secretary of State	<u>  </u> PR	Commissioner of Financial Institutions
<u>  </u> MI	Commissioner, Office of Financial and Insurance Services	<u>  </u> RI	Director of Business Regulation
<u>  </u> MN	Commissioner of Commerce	<u>  </u> SC	Securities Commissioner
<u>  </u> MS	Secretary of State	<u>  </u> SD	Director of the Division of Securities
<u>  </u> MO	Securities Commissioner	<u>  </u> TN	Commissioner of Commerce and Insurance
<u>  </u> MT	State Auditor and Commissioner of Insurance	<input checked="" type="checkbox"/> TX	Securities Commissioner
<u>  </u> NE	Director of Banking and Finance	<u>  </u> UT	Director, Division of Securities
<u>  </u> NV	Secretary of State	<u>  </u> VT	Commissioner of Banking, Insurance, Securities & Health Administration
<u>  </u> NH	Secretary of State	<u>  </u> VA	Clerk, State Corporation Commission
<u>  </u> NJ	Chief, Securities Bureau	<u>  </u> WA	Director of the Department of Licensing
<u>  </u> NM	Director, Securities Division	<u>  </u> WV	Commissioner of Securities
<u>  </u> NY	Secretary of State	<u>  </u> WI	Department of Financial Institutions, Division of Securities
<u>  </u> NC	Secretary of State	<u>  </u> WY	Secretary of State
<u>  </u> ND	Securities Commissioner		

Dated this 11th day of March, 2004  
 (SEAL)  
 By   
JAMES H. WEBB

President of General Partner, Cassia Linda Imaging Partners, LLC  
Title

**INSTRUCTIONS TO FORM U-2  
UNIFORM CONSENT TO SERVICE OF PROCESS**

1. The name of the issuer is to be inserted in the blank space on line 1 Uniform Form U-2 ("Form").
2. The type of person executing the Form is to be described by striking out the inapplicable nomenclature in lines 2-4 and, if appropriate, by inserting a description of the person in the blank space provided on line 2 of the Form.
3. The name of the jurisdiction under which the issuer was formed or is to be formed is to be inserted in the blank spaces on line 3 of the Form.
4. The person to whom a copy of any notice, process of pleading which is served pursuant to the Consent to Service of Process is to be inserted in the appropriate black spaces at the end of page 1 of the Form.
5. An "X" is to be placed in the space before the names of all States which the person executing this Form lawfully is appointing the officer of each State so designed on the Form as its attorney in that State for receipt of service of process.
6. A manually signed Form must be filed with each State requiring a Consent to Service of Process on Form U-2 at the office so designated by the laws or regulations of that State and must be accompanied by the exact filing fee, if any.
7. The Form must be signed by the issuer. If the issuer is a corporation, it should be signed in the name of the corporation by an executive officer duly authorized; if a partnership, it should be signed in the name of the partnership by a general partner; and if an unincorporated association or other organization which is not a partnership, the Form should be signed in the name of such organization by a person responsible for the direction of management of its affairs.
8. If the Form is mailed, it is advisable to send it by registered or certified mail, postage prepared, return receipt requested.

**CORPORATE ACKNOWLEDGMENT**

State or Province of \_\_\_\_\_ )  
County of \_\_\_\_\_ ) ss.

On this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ before me \_\_\_\_\_ the undersigned officer, personally appeared \_\_\_\_\_ known personally to me to be the \_\_\_\_\_ of the above named corporation and (Title)

acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

\_\_\_\_\_  
Notary Public/Commissioner of Oath

My Commission Expires \_\_\_\_\_

(SEAL)

**INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT**

State or Province of \_\_\_\_\_ )  
County of \_\_\_\_\_ ) ss.

On this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, before me, \_\_\_\_\_, the undersigned officer, personally appeared \_\_\_\_\_ to me personally known and known to me to be the same person(s) whose name(s) is (are) signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

In WITNESS WHEREOF I have hereunto set my hand and official seal.

\_\_\_\_\_  
Notary Public/Commissioner of Oaths

My Commission Expires \_\_\_\_\_

(SEAL)