

**STATE OF CALIFORNIA
BUSINESS, TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF CORPORATIONS**

TO: Eric Beltran, President
Frank Lovy, Vice President
Health Perfect Imaging, Inc.
Health Perfect Imaging Unit Investment Trust
18135 Brookhurst Street
Fountain Valley, CA 92708

**DESIST AND REFRAIN ORDER
(For violations of section 25110 of the Corporations Code)**

The California Corporations Commissioner finds that:

1. Health Perfect Imaging, Inc. ("HPI") is or was a Nevada corporation with its office located at 18135 Brookhurst Street, Fountain Valley, California 92708. At all relevant times, Eric Beltran ("Beltran"), was the president of HPI. At all relevant times, Frank Lovy ("Lovy") was the Vice President of HPI. At all relevant times, HPI managed and controlled the Health Perfect Imaging Unit Investment Trust (hereinafter referenced as "HPI UIT").
2. Beginning in or about September 2000, HPI, the HPI UIT, Beltran and Lovy offered or sold securities in the form of trust units or limited partnership interests issued by HPI and the HPI UIT.
3. The purported purpose of the HPI and the HPI UIT offering was to raise \$4,000,000 to develop, build, open, and operate a medical imaging center in Southern California that would utilize the Electron Beam Tomography ("EBT") technology.
4. HPI, the HPI UIT, Beltran and Lovy engaged in a general solicitation to offer and sell securities by means of unsolicited telephone calls to investors.
5. These securities were offered or sold in this state in issuer transactions. The Department of Corporations has not issued a permit or other form of qualification authorizing any person to offer and sell these securities in this state.

Based upon the foregoing findings, the California Corporations Commissioner is of the opinion that the trust units or limited partnership interests issued by HPI and the HPI UIT are securities subject to qualification under the California Corporate Securities Law of 1968 and are being or have been offered or sold without being qualified. Pursuant to Section 25532 of the Corporate Securities Law of 1968, HPI, the HIP UIT, Beltran and Lovy are hereby ordered to desist and refrain from the further offer or sale in the State of California of securities in the form of trust units or limited partnership interests, unless and until qualification has been made under this law or unless exempt. The sale of such securities is subject to qualification under this law and such securities are being or have been offered for sale without first being so qualified. This Order is necessary, in the public interest, for the protection of investors and consistent with the purposes, policies, and provisions of the Corporate Securities Law of 1968.

Dated: August 6, 2002
Los Angeles, California

DEMETRIOS A. BOUTRIS
California Corporations Commissioner

By _____
ALAN S. WEINGER
Supervising Counsel
Enforcement and Legal Services Division

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Health Perfect Imaging, Inc.
Health Perfect Imaging Unit Investment Trust
18135 Brookhurst Street
Fountain Valley, CA 92708

**DESIST AND REFRAIN ORDER
(For violations of section 25401 of the Corporations Code)**

The California Corporations Commissioner finds that:

1. Health Perfect Imaging, Inc. ("HPI") is or was a Nevada corporation with its office located at 18135 Brookhurst Street, Fountain Valley, California 92708. At all relevant times, Eric Beltran ("Beltran"), was the president of HPI. At all relevant times, Frank Lovy ("Lovy") was the Vice President of HPI. At all relevant times, HPI managed and controlled the Health Perfect Imaging Unit Investment Trust (hereinafter referenced as "HPI UIT").
2. Beginning in or about September 2000, HPI, the HPI UIT, Beltran and Lovy offered or sold securities in the form of trust units or limited partnership interests issued by HPI and the HPI UIT.
3. The purported purpose of the HPI and the HPI UIT offering was to raise \$4,000,000 to develop, build, open, and operate a medical imaging center in Southern California that would utilize the Electron Beam Tomography ("EBT") technology.
4. In connection with these offers and sales, HPI, the HPI UIT, Beltran and Lovy misrepresented or omitted to state material facts to some or all of the investors, including but not limited to, the following:
 - a. misrepresented that investors would receive an average projected rate of return of 516% over 10 years, when in fact there was no reasonable basis for these projections;
 - b. misrepresented that Richard Caso, M.D. would be on HPI's Advisory Board, when in fact, he never served on HPI's Advisory Board;

- c. misrepresented that Richard Caso, M.D. and his company, American Wellness Center, Inc., would be associating with HPI to open the center utilizing the EBT technology in Southern California, when in fact, Dr. Caso never authorized his name, his picture or the use of his company's name, American Wellness Center, Inc., in HPI's offering materials;
- d. misrepresented that Laurence DeKanter Favrot, M.D. would be on HPI's Advisory Board, when in fact, he never served on HPI's Advisory Board.
- e. failed to disclose that Frank E. Lovy was the subject on an Administrative Order issued by the State of Missouri for securities violations on September 24, 1999;
- f. failed to disclose that HPI would disburse approximately \$343,500 of the \$1,300,000 raised from investors to GSI Consulting, Inc., a company owned and controlled by Beltran and Lovy.

Based upon the foregoing, the California Corporations Commissioner is of the opinion that the securities of HPI and the HPI UIT were offered or sold in this state by means of written or oral communications which included an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading, in violation of section 25401 of the Corporate Securities Law of 1968. Pursuant to Section 25532 of the Corporate Securities Law of 1968, HPI, the HPI UIT, Beltran and Lovy are hereby ordered to desist and refrain from offering or selling or buying or offering to buy securities in the State of California, in the form of trust units or limited partnership interests issued by HPI and the HPI UIT, by means of any written or oral communication which includes an untrue statement of a material fact or omits to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading. This Order is necessary, in the public interest, for the protection of investors and consistent with the purposes, policies, and provisions of the Corporate Securities Law of 1968.

Dated: August 6, 2002
Los Angeles, California

DEMETRIOS A. BOUTRIS
California Corporations Commissioner

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ALAN S. WEINGER
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