



**Diagnósticos da América S.A**  
**Open Company of Authorized Capital**  
**CNPJ/MF 61.486.650/0001-83**  
**MATERIAL FACT**

Diagnósticos da América S.A. (Company), in accordance with CVM Instruction number 358 /2002 and the current legislation, is hereby informing its shareholders and the market in general:

On October 25th 2010, DA Participações Ltda. ( “DA Participações”), a company with 99% of its capital stock controlled by the Company, has executed for the acquisition of shares equivalent to 100% (hundred percent) of the capital stock of **Instituto de Endocrinologia e Medicina Nuclear de Recife Ltda. ( “CERPE”)**, a limited partnership company with headquarters at Rua Maria Adelaide Vieira, nr. 88, District of Peixinhos, ZIP 53230-300, in the city of Olinda, State of Pernambuco, Corporate Tax Payer Enrollment number 10.981.660/0001-54, the following documents:

(a) Private Agreement of Stock Purchase and Sale and Other Agreements, where the Company is presented as Consent Intervenant Party and Guarantor, executed by DA Participações and the stockholding owners equivalent to 69.5% (sixty nine point five percent) of CERPE’s stock capital, in the total amount of R\$ 36,488,460 (thirty six million, four hundred and eighty eight thousand and four hundred and sixty reais) - (“Price I”), to be paid in two installments, one at sight and the other retained in a escrow deposit account in the amount of R\$ 3,000,000 (three million reais), as a guarantee for the responsibility contingencies of the Sellers for a period of 06 (six) years; and



(b) Private Agreement of Stock Purchase and Sale and Other Agreements, where the Company is presented as Consent Intervient Party and Guarantor, executed by DA Participações and the stockholding owners equivalent to 30.5% (thirty point five percent) of CERPE's stock capital, where, in this case, the delivery of shares shall occur in at most 10 (ten) years, remaining the shareholder, during this period as CERPE's shareholder. The amount for the acquisition of the above mentioned company's shares was established in R\$ 16,012,921 (sixteen million, twelve thousand and nine hundred twenty one reais) – ("Price II" and, jointly with Price I, "Price"), which shall be divided in three installments, being one a down payment, another retained in a escrow deposit account as a guarantee of the responsibility contingencies of the Seller for a period of 06 (six) years in the amount of R\$ 1,316,546 (one million, three hundred and sixteen thousand, five hundred forty six reais) and, the last installment, in the amount of R\$ 2,939,275 (two million, nine hundred and thirty nine thousand, two hundred seventy five reais) bound to the effective transference of the shares; and

(c) Once accomplished the suspensive conditions stated in the aforementioned documents, a Shareholder Agreement shall be executed, where the Company shall be presented as Consent Intervient Party and Guarantor, between DA Participações and the shareholder owner of the remaining 30.5% (thirty point five percent) of CERPE's capital stock, and this agreement shall establish, among others, rules for the administration of CERPE, distribution of dividends, as well as the reciprocity rights between the parties to demand from the other party, from 01/10/2014 on, the anticipation of the transference of the shares issued by CERPE from the Seller to DA Participações.

CERPE acquisition by DA Participações, as well as the payment of the first installments of the Price (down payments) are subject to verification and



conclusion of the established suspensive conditions, which will be only verified after the execution of the documents listed in the above items (i) e (ii).

CERPE is highly representative in the segment of clinical analysis, bone densitometry and nuclear medicine, in the State of Pernambuco, with 41 (forty one) PSCs. In 2009, CERPE registered a Gross Revenue of approximately R\$ 39 million. The acquisition of CERPE shall allow the Company to strengthen its position in the Northeastern region of the country.

The acquisition was approved in the Company Board of Directors Meeting, held on October 25th, 2010.

The transaction shall be submitted to the approval of the Administrative Council of Economic Defense (CADE), according to current legislation.

Barueri, October 25<sup>th</sup>, 2010.

**Tharso Bossolani**  
Investor Relations Officer