MD1 Merger

Legal Note

This document contains “forward-looking statements”, which may be identified by words such as “expects”, “plans”, “believes”, “seeks”, “estimates”, or words with similar meaning. The statements contained in this presentation about the Company´s forward-looking statements, including business prospects, operating and financial projections and potential growth are merely forecasts based on management´s expectations in relation to this future performance. Such estimates are highly dependent on market behavior, on Brazil´s economic performance and on industry and international market conditions. As such, they are subject to change.

DASA

Transaction Details

- Subject to the approval of the shareholders' meeting, DASA will merge (or conduct a stock merge) with MD1.
- Direct acquisition of quotas of operational companies with payment in cash of R$ 88,2 MM. Deriving from the Incorporation, the Company´s capital stock shall be increased, by issuing new shares to be delivered to MD1 shareholders, and the exchange relation shall be established based on MD1 economic value, estimated on 26.36% of the Company's capital stock, calculated after the capital stock increase as a result of the Merger. The preliminary number of new shares will be 82,2 MM, subject to an economic valuation.
- Current operations of MD1 have R$ 449 MM of Gross Revenues and R$ 105 MM of adjusted Ebitda projected for 2010.
- Preliminary projections indicate annual synergies of R$ 120 MM.

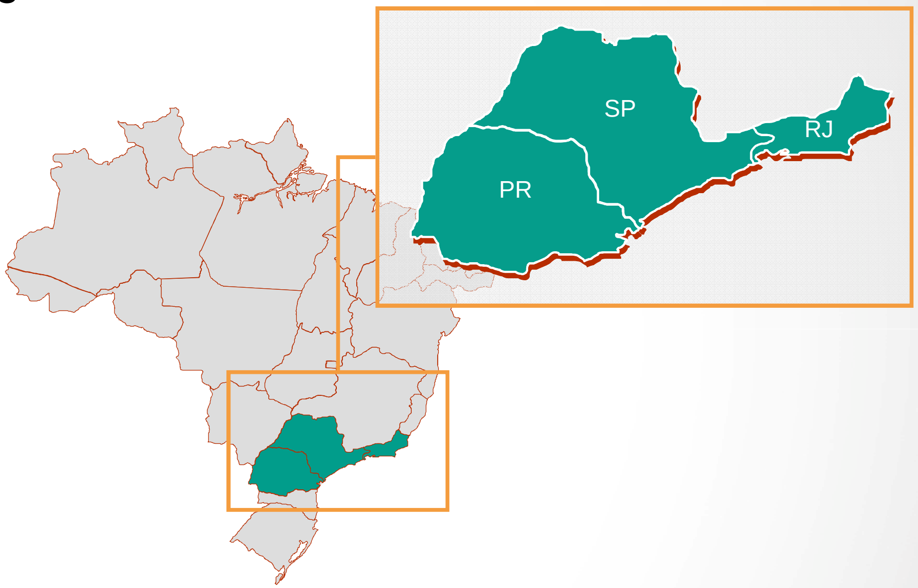
DASA

Best strategic asset available

- Large volume of tests.
- Market leader in image and clinical analysis in Rio de Janeiro.
- Strong management team.
- Top technical team being the Brazilian companies with the largest share of scientific papers published in international in radiology/pathology congresses.
- Good fit of company culture and strategic focus (best cost-benefit ratio).
- Mostly stock deal with full alignment of interests with MD1 shareholders.

MD1 highlights

- MD1 is a holding company that includes the following companies: Sergio Franco, CDPI, Multi Imagem & Pro Echo:
  - ✓ 122 Patient Service Centers
  - ✓ Operations in 10 hospitals
  - ✓ 24 million exams/year



DASA

State	PSCs
SP	107
RJ	62
PR	56
Total	**225**

Sérgio Franco

State	PSCs
SP	1
RJ	85
PR	6
Total	**92**

Multi-Imagem Ressonância

State	PSCs
RJ	6
Total	**6**

CDPI

State	PSCs
SP	1
RJ	7
Total	**8**

ProEcho Diagnósticos

State	PSCs
RJ	16
Total	**16**

State of the art facilities and equipment

PSCs with several new and advanced equipment providing a great platform for organic growth in Rio de Janeiro


Roche Modular Equipment


TC 256 Channel (iCT)


Magneton Aera

R$ 120 MM in annual synergy opportunities and Better IOC

- Portfolio management of PSCs, R$ 4,3 MM
- Clinical analysis fixed cost reduction, R$ 6,1 MM
- Clinical analysis variable cost reduction, R$ 6,5 MM
- SG&A reduction, R$ 10,1 MM
- Goodwill of R$ 93 MM per year for the next five years
- Incremental IOC of R$ 30,2 MM per year

DASA

Corporate Governance

- The new shareholders will elect one board member after the incorporation of MD1 up to April 2011.
- The new shareholders will elect 2 board members from April 2011 until April 2013.
- The new shareholders will have a lock up period of 48 months.
- Limitations on new shareholders/ board members voting powers when involving potential conflicts of interest.
- Dasa does not foresee any change in the commercial relationships DASA or MD1 had with Amil before the deal was signed.

Valuation and Multiples (R$ MM)

	DASA [1]	MD1 [2]	Combined	After Synergies [3]
Gross Revenues	1.666,3	449,0	2.115,3	2.115,3
EBITDA	406,3	105,0	511,3	538,3
% Margin	*26,5%*	*25,4%*	*26,3%*	*27,7%*
PSCs	322	122	444	
Employees	12.115	4.048	16.163	
Net Debt [4]	400	10	498	
Owner´s Equity	630		2.109	

Total Value of Transaction (aprox.)	1.567,7
Net Debt	10,0
PV of Goodwill and IOC	507,2
Final Value	**1.070,5**
Adjusted EBITDA Post-synergies	132,0
x EBITDA Post-synergies	**8,1**

1 - Mid range guidance growth and base guidance EBITDA margin
2 - Adjusted to non recurring expenses (annuzed....)
3 - Considering 12 to 24 months execution period
4- Considers R$ 88,2 MM of cash payment for MD1

Post-Deal Time Table

Non Exhausting

Aug 29th | 4T10 | 2T11

Phase 1
Contracts and Closing [1]

- Contracts
- Auditing
- Fairness Opinion
- Provision for integration costs
- Anti – trust fillings

Phase 2
Integration

- Identify key talents and best practices from both companies
- Consulting company support
- Governance
- Pragmatic approach

Phase 3
Business Enhancement

- Segmentation
- Branding
- Network
- New Opportunities
- Organic Expansion Plan

1 – Subject to conditions and processes involved

Deal summary

- Dasa will continue to have dispersed ownership and use corporate governance best practices.
- Even more robust platform for growth
- Dasa will be twice the size of the runner-up company but will still have under 11 % of overall Brazilian market share
- No discontinuity in the business agenda with Brazilian payers