



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 dated January 3, 2002 and the current legislation, is hereby informing its shareholders and the market in general:

On August 29, 2010, (i) the Company, (ii) MD1 Diagnósticos S.A. ("MD1"), (iii) Messrs. Edson Godoy Bueno, Dulce Pugliese de Godoy Bueno, Luiz Alves Filho, Romeu Côrtes Domingues, Rômulo Côrtes Domingues, Roberto Côrtes Domingues, João Renato Côrtes de Barros Silveira, Evandro Miguelote Vianna and Heloísa de Mendonça H. Saad (hereinafter named MD1 Shareholders) and (iv) JPLSPE Empreendimentos e Participações S/A signed a Memorandum of Understanding (MoU) which regulates the main terms of the merger proposal or MD1 shares incorporation by the Company, to be held under the terms of the Joint Stock Company Act ("Incorporation").

MD1 shall go under a partnership reorganization, involving the companies (a) Laboratórios Médicos Dr. Sérgio Franco Ltda.; (b) CDPI – Clínica de Diagnóstico por Imagem ("CDPI"); (c) Clínica de Ressonância e Multi Imagem Ltda ("CRMI"); and (d) Pro Echo Cardiodata Serviços Médicos Ltda ("Pro Echo"), (hereinafter jointly named as "Companies"), and after the abovementioned partnership reorganization, MD1 shall be the legitimate owner of almost all shares of the Companies, duly paid in full, free of any onus or burden.

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 capital stock, subject to certain adjustments stated in the MoU.

The Incorporation is subject to the approval of each company's General Meeting, to be called in due time.

The MoU also foresees that the Company shall acquire directly the shares of the Companies, representing (a) 10.0% of Pro Echo, (b) 28.0% of CRMI, and (c) 16.5% of CDPI, at a total price of R\$ 88.2 million, approximately.

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

The Companies are acting in the segment of clinical analysis and image diagnostics. The Incorporation shall allow the Company to strengthen its position in such markets, besides enabling the exploitation of other operating assets of MD1 shareholders.



The execution of the MoU was approved at the meeting of DASA Board of Directors, held on August 29, 2010.

IGC Partners was the Company's assessor in this transaction and Credit Suisse was the exclusive assessor of MD1 and its shareholders.

The Company shall inform the market of further facts related to the Incorporation.

Barueri, August 30, 2010

Tharso Bossolani
Investor Relations Officer