



DIAGNÓSTICOS DA AMÉRICA S.A.

A Publicly-Held Company

NIRE 35.300.172.507
CNPJ/MF n.º 61.486.650/0001-83

MATERIAL FACT

Diagnósticos da América S.A. (the "Company" or "DASA") reports, further to the material facts disclosed recently, that today its Board of Directors sent Cromossomo Participações II S.A. (the "Offeror") the letter included in the Exhibit attached to this material event notice, with copy to the Brazilian Securities Commission.

DASA will keep its shareholders and the market informed of developments in the matters addressed in this material fact notice.

Barueri, January 31, 2014.

Paulo Bokel Catta-Preta
Investor Relations Officer

Barueri, January 31, 2014.

Cromossomo Participações II S.A.

Rua Joaquim Floriano, nº 413, conjunto 112, parte, Itaim Bibi
São Paulo, SP
CEP 04534-011

Dear Sirs:

We make reference to your correspondence dated January 29, 2014, with respect to the unified tender offers to acquire shares issued by Diagnósticos da América S.A. ("DASA"), the amendment to the public notice to modify the voluntary tender offer to acquire common shares issued by DASA (the "Tender Offer"), published on January 30, 2014 (the "Amendment"), as well as prior correspondence with respect to the exigibility, as applicable, of the tender offer to acquire shares addressed in article 45 of DASA's bylaws (the "Offer Pursuant to the Bylaws"), and also your correspondence dated December 26, 2013, setting forth the understanding that the duty to effect the Offer Pursuant to the Bylaws would not be applicable in the context of the public notice of the Tender Offer, as originally published on December 23, 2013.

DASA's Board of Directors believes, based on the legal opinion of Barbosa, Müssnich e Aragão, the law firm advising it on the Tender Offer, that your acquisition of shares issued by DASA, in the context of the Tender Offer in excess of the shareholding limit provided in art. 45 of DASA's bylaws, will of necessity entail the duty of effecting the Offer Pursuant to the Bylaws.

In such circumstance, and if your understanding of such matters remains unchanged, after the periods provided in such art. 45 have elapsed, DASA's Board of Directors will see itself obligated, to fulfill its fiduciary duties, to comply in full with the provisions of such art. 45, notably the provision in its §5.

For the convenience of brevity here, the Board of Directors adopts the reasoning given in the above-mentioned legal opinion.

/s/ Romeu Cortes Domingues
Romeu Cortes Domingues
Chairman of the Board of Directors

cc: Dr. Leonardo P. Gomes Pereira
M.D. Chairman of the Brazilian Securities Commission