



**DIAGNÓSTICOS DA AMÉRICA S.A.**

Publicly-Traded Company

NIRE 35.300.172.507

CNPJ/MF n.º 61.486.650/0001-83

**MATERIAL FACT**

DIAGNÓSTICOS DA AMÉRICA S.A. ("Company" or "DASA"), in attention to CVM Instruction No. 358/03, informs its shareholders and the market that the Company has received, on this date, the attached material fact from Cromossomo Participações II S.A.

Barueri, February 19, 2014.

**Paulo Bokel Catta-Preta**  
**Chief Investors Relations Officers**

**CROMOSSOMO PARTICIPAÇÕES II S.A.**

CNPJ/MF No. 14.167.188/0001-71  
NIRE 35.300.411.714

**NOTICE TO THE MARKET**

São Paulo, 20 February 2014 – **CROMOSSOMO PARTICIPAÇÕES II S.A.** (“**Cromossomo**”), in compliance with the requirements set forth in the Brazilian Securities Commission (“**CVM**”) Rule No. 358, dated 3 January 2002, as amended (“**CVM Rule 358**”) hereby notifies Diagnósticos da América S.A., a publicly-held company, with head office at Avenida Jaruá, No. 434, Alphaville, Barueri, São Paulo, CEP 06455-010, enrolled with the CNPJ/MF under No. 61.486.650/0001-83 (“**Company**” or “**DASA**”) that, as a result of the unified tender offer of shares issued by DASA, performed by Cromossomo, pursuant CVM Rule No. 361, dated 5 March 2002 (“**CVM Rule 361**” and “**OPA**”), Cromossomo has become the controlling shareholder of the Company. Thus, the following must be informed:

1. Cromossomo is a corporation (*sociedade por ações*) with head office in the city and state of São Paulo, at Rua Joaquim Floriano, No. 413, apt. 112, Itaim Bibi, CEP 04534-011, enrolled with the CNPJ/MF under No. 14.167.188/0001-71, indirectly controlled by Edson de Godoy Bueno (“**Edson**”) and Dulce Pugliese de Godoy Bueno (“**Dulce**”);
  - a. Edson, Brazilian, divorced, physician and businessman, enrolled with the CPF/MF under No. 242.392.247-72, bearer of the identity card No. 28.157.352-7, resident and domiciled in the city and state of Rio Janeiro, with office at Avenida das Américas, No. 4200, Edifício Miami, Bloco 7, ala B, cobertura 302, Barra da Tijuca, CEP 22640-907, and
  - b. Dulce, Brazilian, divorced, physician, enrolled with the CPF/MF under No. 242.392.247-72, bearer of identity card No. 52.155.62-0, resident and domiciled in the city and state of São Paulo, with office at Rua Haddock Lobo, No. 1725, apt. 301, Cerqueira Cesar, CEP 01414-001.
2. Cromossomo informs that, under the OPA, as from the public auction date, 10 February 2014, until the date hereof, it has acquired 133,726,999 shares, corresponding to 42.89% of the total share capital of DASA, for a price of R\$ 15.00 per share. Except for the shares acquired in the OPA, Cromossomo does not hold any other securities convertible into shares issued by DASA;
3. The aim of the OPA performed by Cromossomo is to acquire all shares issued by the DASA;
4. The indirect controlling shareholders of Cromossomo, Edson and Dulce, hold together 73,539,384 common shares issued by the Company, which represent 23.59% of the total common shares issued by DASA. Except for those shares of DASA, Cromossomo, Edson and Dulce do not have any other securities or rights convertible in shares of DASA.
5. Thus, on this date, considering the shares issued by DASA held by Cromossomo, together with the shares held by its indirect controlling shareholders, Edson, Dulce and Cromossomo, jointly, hold

Exhibit to the Material Fact dated February 19, 2014  
The content of this Exhibit does not constitute a manifestation of Diagnósticos da América S.A.

207,266,383 common shares, representing approximately 66.5% of the common shares issued by DASA;

6. Furthermore, we inform that on 14 December 2007, Edson and Dulce executed an usufructuary agreement (*instrumento particular de instituição de usufruto*), as amended on 31 December 2007 and on 25 June 2008, through which Dulce granted to Edson the lifelong usufruct of the voting rights of any equity interest held Dulce, which include DASA's shares currently held by Dulce, and any other rights and securities underlined by such shares, as well as those that may be acquired by Dulce in the future. Except for the usufruct mentioned above, no other contract or agreement regulating the exercise of voting rights or the purchase and sale of securities issued by DASA has been executed by Edson, Dulce or Cromossomo; and
7. Lastly, Cromossomo states that it will perform its best efforts to restore the minimum free float, as required by the Novo Mercado listing segment rules of BM&FBOVESPA S.A. Bolsa de Valores, Mercadorias e Futuros ("**Novo Mercado**") and, if such minimum float is not restored within six 6 (six) months from the conclusion of the OPA, Cromossomo may perform a new tender offer of shares in order to remove DASA from the Novo Mercado.

São Paulo, 19 February 2014.

**PEDRO DE GODOY BUENO**  
Cromossomo Participações II S.A.