

PEDIATRIX MEDICAL GROUP, INC.

Compensation Committee of the Board of Directors

AMENDED AND RESTATED CHARTER

February 2006

I. Purpose

The primary function of the Compensation Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Pediatrix Medical Group, Inc. (the “Company”) by:

- Discharging the Board’s responsibilities relating to compensation of the Company’s executives; and
- Producing an annual report on executive compensation for inclusion in the Company’s proxy statement, in accordance with applicable rules and regulations.

II. Composition and Structure

The Committee shall be comprised of three or more members, each of whom shall be an independent director as determined in accordance with the standards set forth in the Company’s Corporate Governance Principles.

The Committee members shall be elected by the Board of Directors at a meeting of the full Board and shall serve until a successor is elected and qualified, except as otherwise provided in the Bylaws of the Company or by resolution adopted by the full Board.

Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. Upon a determination of the full Committee membership, matters may be delegated to a subcommittee for evaluation and recommendation back to the full Committee.

III. Meetings

The Committee shall meet at least annually, or more frequently as circumstances dictate. After each meeting of the Committee, it shall report its activities to the Company’s Board.

Action Without a Meeting

Any action required to be taken at a meeting of the Committee, or any action which may be taken at a meeting of the Committee, may be taken without a meeting if a

consent in writing, setting forth the action so to be taken, signed by all the members of the Committee is filed in the minutes of the proceedings of the Committee. Such consent shall have the same effect as a unanimous vote.

IV. Duties and responsibilities:

To fulfill its responsibilities and duties the Committee shall:

Executive Officer Compensation

- Review and approve the Company's goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of the Company's goals and objectives, and set the CEO's compensation level based on this evaluation;
- Review and make recommendations with respect to other executive officers' annual compensation, taking into account plan designs approved by the Board and draft financial results approved by the Audit Committee;
- Set performance goals for performance-based compensation to executive officers (such as stock option grants and bonus awards), review performance goals and executive officer performance, certify as to whether performance goals and any other material terms were met, and make recommendations with respect to performance-based compensation for executive officers;

Incentive Compensation

- Make recommendations to the Board with respect to incentive compensation plans and equity-based plans;
- Evaluate the long-term incentive component of CEO compensation considering the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Company's CEO in past years;
- Supervise the administration of the Company's stock option plan, stock purchase plan and incentive plans for its executive officers;
- Recommend and approve stock option grants for the Company's executive officers;

Compensation Review

- Approve an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations;
- Evaluate whether or not to engage an outside consulting firm for review and evaluation of the Company's compensation plans (If a compensation consultant is to be engaged to assist in the evaluation of director, CEO or executive officer compensation, the Committee shall have sole authority to retain and terminate the consulting firm, including sole authority to approve the firm's fees and other retention terms);
- Conduct an annual performance evaluation of the Committee; and

Other

- Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Board may delegate or as this Committee deems necessary or appropriate.