

PEDIATRIX MEDICAL GROUP, INC.
Executive Committee of the Board of Directors

I. Purpose

The Executive Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Pediatrix Medical Group, Inc. (the “Company”) to exercise the powers and duties of the Board between Board meetings and while the Board is not in session, and implement the policy decisions of the Board.

II. Composition and Structure

The Committee shall be comprised of three or more members, as appointed annually by the Board on the recommendation of the Nominating and Corporate Governance Committee. The Chief Executive Officer, the Chairman of the Nominating and Corporate Governance Committee and, if the position is held by an individual other than the Chief Executive Officer, the Chairman of the Board of Directors, shall each be a member of this Committee. Committee members may be replaced by the Board at any time. The Chief Executive Officer shall be designated as the Chairman of the Committee.

III. Meetings

The Committee shall meet as often as it or the Board determines necessary or appropriate. The Chairman shall preside at each meeting and, in the absence of the Chairman one of the other members of the Committee shall be designated as the acting Chair of the meeting. All meetings of the Committee shall be held pursuant to the Amended and Restated By-laws (the “Bylaws”) of the Company with regard to notice and waiver thereof, and written minutes of each meeting, in the form approved by the Committee, shall be duly filed in the Company records. 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 consent in writing, setting forth the actions so to be taken, signed by all members of the Committee and filed in the minutes of the proceedings of the Committee. Such consent shall have the same effect as a unanimous vote. At the request of the Board or as the Chairman determines necessary, reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board approved by the Committee.

IV. Responsibilities and Duties

The basic responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. The Committee shall have the authority to exercise all powers and authority of the Board, including without limitation the powers and authority enumerated in the By-laws of the company, excepting matters, which, under the Florida Business Corporation Act, the rules and regulations of any exchange on which the Company's securities are traded, the Company's Articles of Incorporation, or the Company's By-laws, cannot be delegated by the Board to a Committee of the Board.