

Charter for the Nominating Committee of the Board of America Service Group Inc.

1. Membership

The Nominating Committee comprises at least three members, each of whom shall be appointed by the Board of Directors from among its independent members for a term of office of one year. Re-election is possible. The Board may remove and replace individual members at any time.

The Chairman of the Board may act, as requested, as an advisor to the Committee.

The Board appoints the chairman of the Committee (“Committee Chairman”). The Company Secretary acts as secretary to the Committee.

2. Duties

The Committee has the following duties.

- to define principles for the selection of candidates for Board membership, including experience with healthcare, complex multi-facility organizations, corrections or finance;
- to receive nominations appropriately submitted by shareholders of the Company;
- to review and process to the full Board candidates for membership on the Board of Directors, including those recommended for election by the shareholders;
- to timely assess whether or not Board members, whose term of office is expiring, shall be proposed for re-election;
- to support the Chairman of the Board, the Incentive Stock and Compensation Committee and the full Board in evaluating Management and Board performance;
- to review the proposals of the Chairman of the Board on corporate governance principles regarding nominations of the Board and recommendations for submission to the full Board.

The Committee shall perform an annual self-assessment.

3. Meetings and Minutes

The Committee meets as often as necessary, but at least twice a year. Meetings are normally called by the Committee Chairman, but may also be called by any member of the Committee.

The Committee may call upon internal specialists or external advisors if deemed necessary. Appointments of director search firms shall be coordinated with the Chairman of the Board.

The minutes taken of the meeting by the Secretary shall be distributed to the Committee members and to the other members of the Board. They will be available for inspection for all Board members ahead of the next Board meeting.

4. Reporting

The Committee Chairman updates the Board at its next meeting on decisions taken and the considerations which led to such decisions. The Committee submits an annual report to the Board, summarizing the fundamental issues discussed within the Committee.

5. Abstention

No member of the Committee shall participate in any decision on his membership or specific position.

6. Entry into Force

The Board of Directors has issued this Charter, which was last updated on December 9, 2003.