

PEDIATRIX MEDICAL GROUP, INC.

Nominating and Corporate Governance Committee of the Board of Directors

AMENDED AND RESTATED CHARTER

February 2006

I. Purpose

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

- Nominating new directors and/or committee members; and
- Taking a leadership role in shaping the corporate governance of the Company.

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:

Nomination of Directors

- Develop criteria for selecting new directors;
- Identify individuals qualified to become directors;
- Review qualifications of existing directors and new candidates (including information contained in completed D&O Questionnaires) to determine any potential conflicts with the Company's interests and whether the individuals meet independence standards set forth in the Company's Corporate Governance Principles;
- Assess the contributions of current directors in connection with their re-nomination;
- Develop a process for considering shareholder suggestions for Board nominees;
- Ensure that a substantial majority of the directors of the Board are, in both fact and appearance, independent of management;
- Select, or recommend that the Board select, the director nominees for the next annual meeting of shareholders;
- If a search firm is to be used to identify director candidates, exercise sole authority to retain and terminate such firm and to approve the firm's fees and other retention terms;

Board Committees

- Develop criteria for selecting committee members;
- Identify and recommend individuals qualified to be appointed to committees of the Board;
- Consider rotation of committee members;
- Review candidates' qualifications for committee membership to determine any potential conflicts with the Company's interests and ability to meet applicable independence requirements;

- Upon approval of committee chairs, review Charters of the committees of the Board and make recommendations to the full Board;

Corporate Governance

- Develop and recommend to the Board amendments to the Company's Corporate Governance Principles, the Code of Conduct and Code of Professional Conduct -- Finance;
- Conduct an annual performance evaluation of the Committee;
- Oversee evaluation of the Board and Company's management;
- Assess (a) the reporting channels through which the Board receives information, and (b) the quality and timeliness of information received, so that the Board obtains appropriately detailed information in a timely fashion;
- Evaluate and recommend the appropriate level of compensation and benefits to be paid to Non-employee Directors and committee members;
- Evaluate and recommend appropriate succession plans for the CEO and other senior executives; and
- Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Board delegates or as this Committee deems necessary or appropriate.