

MDADVANTAGE NOMINATING COMMITTEE CHARTER

I. PURPOSE

The Nominating Committee is appointed by the Board to (1) assist the Board on an annual basis, by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders; and (2) to assist the Board in the event of any vacancy on the Board by identifying individuals qualified to become Board members, and to recommend to the Board qualified individuals to fill any such vacancy.

II. COMMITTEE MEMBERSHIP

The Committee shall be comprised of Directors elected at the annual meeting of shareholders immediately preceding the Board of Directors' organizational meeting, at least one Director who served on the Committee from the prior term, and a Chair as designated by the Board of Directors on recommendation by the Chairman of the Board. Each member of the Committee shall be independent from the management of the Company, and free from any relationship that would interfere with his or her exercise of independent judgment as a Committee member. The Committee shall report to the Board. A majority of the members of the Committee shall constitute a quorum. The Chairman of the Board shall fill any vacancy on the Committee.

III. COMMITTEE AUTHORITY AND RESPONSIBILITIES

1. The Committee shall actively seek qualified Board member candidates when vacancies occur or when the Board otherwise determines there is a need for additional members.
2. The Committee shall recommend to the Board, on an annual basis, nominees for election as directors for the next annual meeting of shareholders.
3. Subject to Board approval the Committee shall have the authority to retain outside advisors to assist in fulfilling its obligations including, any search firm to be used to identify director candidates.
4. The Committee may form and delegate authority to subcommittees or members when appropriate.
5. The Committee shall hold meetings in person or telephonically at such times and with such frequency, as it deems necessary to carry out its duties and responsibilities under this Charter, but in no event less than once a year. The Committee may also act by unanimous written consent in accordance with the terms of the Company's By-Laws.

6. Minutes of each Committee meeting and records of all other Committee actions shall be prepared by the Secretary of the Company or, if the Secretary is not present at the meeting, any person appointed by the Chairman of the Committee, and shall be retained with the permanent records of the Company. A copy of the Nominating Committee meeting minutes shall be provided to the Board of Directors once approved.
7. The Chairman of the Committee shall report to the Board at the next regularly scheduled meeting of the Board the deliberations, actions and recommendations of the Committee after each Committee meeting.
8. The Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
9. Review and assess on an annual basis the performance of this Committee in accordance with the Corporate Governance Guidelines.
10. The Committee, and each member of the Committee in his or her capacity as such, shall be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared or presented to them by (i) officers and other employees of the Company, whom such member believes to be reliable and competent in the matters presented, and (ii) counsel or other persons as to matters which the member believes to be within the professional competence of such person. Whenever the Committee takes an action, it exercises its independent judgment on an informed basis that the action is in the best interests of the Company and its shareholders.