

**RESTATED CHARTER
OF
AUDIT COMMITTEE
OF
AMSURG CORP.**

The Audit Committee (the "Committee") is appointed by the Board of Directors (the "Board") to assist the Board in fulfilling its oversight responsibilities and to oversee the accounting and financial reporting processes of the Company and the audits of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the independent registered public accounting firm's qualifications and independence, and the performance of the Company's internal audit function and independent registered public accounting firm.

In discharging its responsibilities, the Committee is empowered to investigate any matter with full access to all books, records, facilities and personnel of the Company and direct access to the independent registered public accounting firm. The Committee has the power to retain, at the Company's expense, outside counsel, auditors or other experts, consultants or advisors as it deems necessary or appropriate in the performance of its duties. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to (i) the independent registered public accounting firm for the purpose of rendering or issuing an audit report or performing other audit, review or attest services; and (ii) any advisors employed by the Committee, and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall make regular reports to the Board.

The Committee shall review and reassess the adequacy of this Charter on an annual basis and submit it annually to the Board for approval.

The Committee shall be comprised of not less than three members of the Board, who as determined by the Board, are independent and meet the other qualification standards set by federal and state legislation and regulation and the applicable listing standards of The Nasdaq Stock Market, Inc. All members of the Committee shall have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement, and at least one member of the Audit Committee must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. In addition at least one member of the Audit Committee shall be an "audit committee financial expert" as defined by the Securities and Exchange Commission.

The Committee's oversight responsibility recognizes that the Company's management is responsible for preparing the Company's financial statements in accordance with generally accepted accounting principles and that the independent registered public accounting firm is responsible for auditing those financial statements.

Additionally, the Committee recognizes that the Company's financial management, as well as its internal audit department and independent registered public accounting firm, have more time, knowledge and more detailed information on the Company and its financial reports than do Committee members; consequently, in carrying out its duties and responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements and is not conducting an audit or investigation of the financial statements or determining that the Company's financial statements are true and complete or are in accordance with generally accepted accounting principles.

The following functions shall be the common recurring activities of the Committee in carrying out its oversight duties and responsibilities. These functions are set forth as minimum duties and responsibilities with the understanding that the Committee may undertake additional duties and responsibilities as the Board or the Committee deems appropriate given the circumstances.

- The Committee shall review and discuss with management and the independent registered public accounting firm the annual audited and quarterly unaudited financial statements, the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operation" in the

Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q and the selection, application and disclosure of critical accounting policies and practices used in such financial statements.

The Committee also shall review and discuss with the independent registered public accounting firm the matters required to be discussed by Statements of Auditing Standards ("SAS") No. 61 and No. 90, as may be modified or supplemented. The discussion of the financial statements and the related critical accounting policies and practices shall occur prior to the public release of such financial statements and the discussion of the related disclosure, including the "Management's Discussion and Analysis of Financial Condition and Results of Operation," shall occur prior to the filing of the Form 10-Q or 10-K. Additionally, based on such review and discussion, the Committee shall consider whether to recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K.

- The Committee shall discuss regularly scheduled earnings press releases prior to their issuance, including the use of "pro forma" or "adjusted" non-GAAP information. The Committee shall also discuss generally the financial information and earnings guidance released to the public.
- The Committee shall review and approve all related-party transactions. The Committee shall consider all relevant information and facts available to the Committee regarding any such related-party transaction and shall take into account, among other factors it deems appropriate, whether the transaction is on terms no less favorable to the Company than could be obtained from unaffiliated third parties and is reasonably expected to benefit the Company. For the purposes of this Charter, "related party" shall have the meaning set forth in Item 404 of Regulation S-K (and any successor regulation or law). Approval of the Committee shall not be required for compensation paid to any director of the Company for services rendered to the Company in his or her capacity as a director of the Company if the compensation is required to be reported in the Company's proxy statement under Item 402 of the Securities and Exchange Commission's (the "SEC") compensation disclosure requirements under Regulation S-K or compensation paid to any executive officer of the Company if the compensation is required to be reported in the Company's proxy statement under Item 402 of the SEC's compensation disclosure requirements under Regulation S-K or the executive officer is not an immediate family member of another executive officer or director of the Company, the related compensation would be reported in the Company's proxy statement under Item 402 of the SEC's compensation disclosure requirements under Regulation S-K if the executive officer was a "named executive officer" (as defined under the applicable SEC rules), and the Company's Compensation Committee approved (or recommended that the Board approve) such compensation.
- The Committee shall discuss with management, the Company's director of internal audit and the independent registered public accounting firm policies with respect to risk assessment and risk management and the quality and adequacy of the Company's internal controls and processes that could materially affect the Company's financial statements and financial reporting. The Committee shall meet separately, at least quarterly, with management, the Company's director of internal audit and with the independent registered public accounting firm and shall review with the independent registered public accounting firm any audit problems or difficulties and management's response.
- The Committee shall:
 - oversee the work of the independent registered public accounting firm;
 - resolve disagreements between management and the independent registered public accounting firm regarding financial reporting;
 - establish hiring policies for employees or former employees of the independent registered public accounting firm;
 - preapprove all auditing services to be provided by the independent registered public accounting firm;
 - preapprove all non-auditing services, including tax services, to be provided by the independent registered

- public accounting firm, subject to such exceptions as may be determined by the Committee to be appropriate and consistent with federal and regulatory provisions;
- receive reports from the independent registered public accounting firm regarding critical accounting policies and practices, alternative treatments of financial information and generally accepted accounting principles, and such other information as may be required by federal and regulatory provisions;
- receive from the independent registered public accounting firm annually a formal written statement delineating all relationships between the independent registered public accounting firm and the Company that may impact the objectivity and independence of the independent registered public accounting firm; and
- discuss with the independent registered public accounting firm in an active dialogue any such disclosed relationships or services and their impact on the independent registered public accounting firm's objectivity and independence.
- The Committee shall receive reports from the principal executive and financial officers of the Company and the Company's director of internal audit regarding all significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data and whether they have identified for the independent registered public accounting firm any material weaknesses in internal controls; regarding any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls; and regarding whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.
- The Company's director of internal audit shall report directly to the Chair of the Committee and the Company's Chief Financial Officer. The Committee shall review the internal audit plan and functions at least annually and review with the director of internal audit the responsibilities, budget and staffing of the Company's internal audit function.
- The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters, and to ensure that such complaints are treated confidentially and anonymously.
- The Committee shall have the ultimate authority and responsibility to select (subject, if applicable, to stockholder approval), determine the compensation of, and, where appropriate, terminate and replace the independent registered public accounting firm, and the independent registered public accounting firm shall report directly to the Committee.

Meetings

The Committee shall meet at least four times annually and more frequently as necessary or appropriate, including teleconferences when appropriate. Special meetings of the Committee may be called on one day notice by the Chairman of the Board or the Committee Chair. One or more of these meetings shall include separate executive sessions with the Company's Chief Financial Officer, director of internal audit and the independent registered public accounting firm. A majority of the Committee shall constitute a quorum, and the Committee shall act only on the affirmative vote of a majority of the members present at the meeting. Attendance by the Chairman of the Board and by other members of management will be at the invitation of the Committee Chair. The Committee shall maintain minutes of all meetings documenting its activities and recommendations to the Board. Unless the Board has previously designated the Chair, the members of the Committee may designate a Chair by majority vote.