



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS CHARTER

I. Purpose

The Nominating and Corporate Governance Committee (the "Committee") is appointed by the Board of Directors of AcuNetx, Inc. (the "Company") to assist the Board in (a) identifying qualified individuals to become Board members, (b) determining the composition of the Board and its committees, (c) monitoring a process to assess board effectiveness and (d) developing and implementing the Company's corporate governance guidelines.

II. Committee Composition

The Committee shall be comprised of three or more directors as determined by the Board of Directors. The members of the Committee shall be appointed and may be replaced by the Board. Unless a Chair is appointed by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings

The Committee shall meet as often as it determines necessary, but no less frequently than quarterly. At all Committee meetings, a majority of the total number of members shall constitute a quorum. A majority of the members of the Committee shall be empowered to act on behalf of the Committee. The Committee may, in its discretion, form and delegate all or a portion of its authority, duties and responsibilities to one or more subcommittees of the Committee. Minutes shall be kept of each meeting of the Committee or any subcommittee thereof.

IV. Committee Authority and Responsibilities

The Committee shall have the authority to carry out the purposes set forth in this Charter.

The Committee shall have the authority, to the extent it deems necessary or appropriate to carry out its duties, to retain independent counsel or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to (a) any independent counsel or other advisors employed by the Committee, and (b) 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 annually and recommend any proposed changes to the Board for approval. The Committee shall annually review the Committee's own performance.

The Committee's specific responsibilities in carrying out its role, to the extent that the Committee determines the performance of such responsibilities to be necessary or appropriate, are delineated in the Committee Responsibilities Calendar attached to this Charter as Appendix A.

Appendix A: Nominating and Corporate Governance Committee Responsibilities Calendar

Responsibility	When Performed - Committee Meetings				
	Winter	Spring	Summer	Fall	As Needed
Board Membership					
1. Recommend to the Board nominees for election as directors					X
2. Search for, recruit, screen, interview and select candidates for new directors as necessary to fill vacancies or the additional needs of the Board, and consider management's and stockholder's recommendations for directors candidates.					X
3. Establish procedures to evaluate the qualifications and performance of incumbent directors and determine whether to recommend them for re-election to the Board.		X			
4. Establish and periodically reevaluate criteria for Board memberships and selection of new directors including independence standards; and determine as necessary the portfolio of skills, experience, perspective and background required for the effective functioning of the Board considering the Company's strategy, and its regulatory, geographic and market environments.				X	
5. Monitor non-Board services provided by directors to the Company and its subsidiaries.	X	X	X	X	X
6. Recommend to the Board removal of a director where appropriate.					X
7. Initiate and oversee a periodic evaluation of (a) the quality, sufficiency and currency of information furnished by management to the directors in connection with Board and Committee meetings and other activities of the directors, (b) the Board's effectiveness, (c) the composition, organization (including its Committee structure, membership and leadership) and practices of the Board and (d) tenure and other policies related to the directors' services on the Board.				X	
8. Monitor the orientation and training needs of directors and recommend action to the Board, individual directors, and management where appropriate.				X	
Corporate Governance					
9. Review and assess the adequacy of the Company's policies and practices on corporate governance and recommend any proposed changes to the Board for approval.				X	
Other Responsibilities					
10. Review and reassess annually the Committee Charter and recommend any proposed changes to the Board for approval.		X			
11. Review annually the Committee's own performance.		X			
12. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.					X