UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER	THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO1) *
	Pediatrix Medical Group, Inc.
	(Name of Issuer)
	Common Stock, \$.01 par value
	(Title of Class of Securities)
	705324101
	(CUSIP Number)
initial filing on this fo	cover page shall be filled out for a reporting person's orm with respect to the subject class of securities, and adment containing information which would alter the prior cover page.
to be "filed" for the pur 1934 ("Act") or otherwise	in the remainder of this cover page shall not be deemed the spose of Section 18 of the Securities Exchange Act of a subject to the liabilities of that section of the Act of all other provisions of the Act (however, see the
	Page 1 of 31 Pages
CUSSIP NO. 705324101	13G Page 2 of 31 Page:
1 NAME OF REPORTING S.S. OR I.R.S. ID	PERSON ENTIFICATION NO. OF ABOVE PERSON
Summit V	entures III, L.P.
2 CHECK THE APPROPR	CLATE BOX IF A MEMBER OF A GROUP*
	(a) []
	(b) []
3 SEC USE ONLY	
4 CITIZENSHIP OR PL	ACE OF ORGANIZATION
Delaware	e limited partnership
	5 SOLE VOTING POWER
NUMBER OF	0 shares

0 shares

OWNED BY

	EACH	7	SOLE DISPOSITIVE POWER	
	REPORTING PERSON		0 shares	
	WITH	8	SHARED DISPOSITIVE POWER	
			0 shares	
- – – -)	AGGREGATE AMOUNT	BENEI	CICIALLY OWNED BY EACH REPOR	 RTING PERSON
	0 shares			
	CHECK BOX IF THE	 Aggre	GATE AMOUNT IN ROW (9) EXC	LUDES CERTAIN SHARES*[]
			SENTED BY AMOUNT IN ROW 9	
	0.0%			
 12			 ON *	
	PN			
	*SI	EE INS	TRUCTIONS BEFORE FILLING OU	UT!
			Page 2 of 31 Pages	
SSIE	P NO. 705324101		13G	Page 3 of 31 Pages
 L	NAME OF REPORTING		ON CON CON CON CON CON CON CON CON CON C	NI
			ers III, L.P.	N
	CHECK THE APPROP	 RTATE	BOX IF A MEMBER OF A GROUP	 *
			Bon II II IIIIIBBN OI II GNOOI	(a) []
				(b) []
 3				
)	SEC USE ONLY			
 !	CITIZENSHIP OR P	LACE (F ORGANIZATION	
	Delaware	e limi	ted partnership	
		 5	SOLE VOTING POWER	
			0 shares	
	NUMBER OF		U SHales	
	NUMBER OF			
	NUMBER OF SHARES BENEFICIALLY	 6		

	EACH	./	SOLE DISPOSITIVE POWER	
	REPORTING PERSON		0 shares	
	WITH	8	SHARED DISPOSITIVE POWER	
			0 - 1	
			0 shares	
 9				
,	AGGREGATE AMOUN	I DENEE	TOTALLI OWNED DI BACH REFORT	ING LENSON
	0 shar	es		
			EGATE AMOUNT IN ROW (9) EXCLU	
			ESENTED BY AMOUNT IN ROW 9	
	0.0%			
12	TYPE OF REPORTI	NG PERS	SON *	
	PN			
	*	SEE INS	STRUCTIONS BEFORE FILLING OUT	'!
			Page 3 of 31 Pages	
CUSSI	P NO. 705324101		13G	Page 4 of 31 Pages
1	NAME OF REPORTI	NG PERS	SON	
	S.S. OR I.R.S.	IDENTIF	FICATION NO. OF ABOVE PERSON	
	Summit	Invest	cors II, L.P.	
 2	CHECK THE APPRO	PRIATE	BOX IF A MEMBER OF A GROUP*	
_	0112011 1112 1111110		2011 21 11 112112221 02 11 011001	(a) []
				(b) []
3	SEC USE ONLY			
4	CITIZENSHIP OR		 DF ORGANIZATION	
	Dolawa	ro limi	tod partnorship	
	Delawa	re min	ted partnership	
		5	SOLE VOTING POWER	
	NUMBER OF		0 shares	
	SHARES	6		
	BENEFICIALLY		0 - 1	
	OWNED BY		0 shares	

	EACH REPORTING	./	SOLE DISPOSITIVE POWER	
	PERSON		0 shares	
	WITH	8	SHARED DISPOSITIVE POWER	
			0 shares	
9			ICIALLY OWNED BY EACH REPO	RTING PERSON
	0 share:			
10	CHECK BOX IF THE	AGGREG	SAIE AMOUNI IN ROW (9) EAC.	LUDES CERTAIN SHARES []
11	PERCENT OF CLASS	REPRES	SENTED BY AMOUNT IN ROW 9	
	0.0%			
12	TYPE OF REPORTING	G PERSC	ON *	
	PN			
	*SI		FRUCTIONS BEFORE FILLING O	UT!
			Page 4 of 31 Pages	
			136	
	P NO. 705324101		13G	Page 5 of 31 Pages
CUSSIE	NO. 705324101		13G	Page 5 of 31 Pages
CUSSIE	NO. 705324101	 G PERSC	13G	Page 5 of 31 Pages
CUSSIE	NAME OF REPORTING	G PERSC	13G	Page 5 of 31 Pages
CUSSIE	NAME OF REPORTING S.S. OR I.R.S. II	G PERSC DENTIFI Woodsu	13G	Page 5 of 31 Pages
CUSSIE	NAME OF REPORTING S.S. OR I.R.S. II	G PERSC DENTIFI Woodsu	13G DN ICATION NO. OF ABOVE PERSO	Page 5 of 31 Pages
CUSSIE	NAME OF REPORTING S.S. OR I.R.S. II	G PERSC DENTIFI Woodsu	13G DN ICATION NO. OF ABOVE PERSON IM & Co. III	Page 5 of 31 Pages
CUSSIF 1	NAME OF REPORTING S.S. OR I.R.S. II Stamps, CHECK THE APPROPI	G PERSC DENTIFI Woodsu	13G DN ICATION NO. OF ABOVE PERSON IM & Co. III	Page 5 of 31 Pages
CUSSIF 1	NAME OF REPORTING S.S. OR I.R.S. II Stamps, CHECK THE APPROPI	G PERSC DENTIFI Woodsu	13G ON ICATION NO. OF ABOVE PERSON AM & Co. III BOX IF A MEMBER OF A GROUP	Page 5 of 31 Pages
CUSSIF 1	NAME OF REPORTING S.S. OR I.R.S. II Stamps, CHECK THE APPROPE	G PERSC DENTIFI Woodsu RIATE E	13G ON ICATION NO. OF ABOVE PERSOL IM & Co. III BOX IF A MEMBER OF A GROUP	Page 5 of 31 Pages N (a) [] (b) []
CUSSIF 1	NAME OF REPORTING S.S. OR I.R.S. II Stamps, CHECK THE APPROPI	G PERSO DENTIFI Woodsu	13G ON ICATION NO. OF ABOVE PERSON IM & Co. III BOX IF A MEMBER OF A GROUP	Page 5 of 31 Pages N (a) [] (b) []
1 1 2 2 2 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3	NAME OF REPORTING S.S. OR I.R.S. II Stamps, CHECK THE APPROPRIA SEC USE ONLY	G PERSC DENTIFI Woodsu RIATE E	13G ON ICATION NO. OF ABOVE PERSON IM & Co. III BOX IF A MEMBER OF A GROUP	Page 5 of 31 Pages N (a) [] (b) []
1 1 2 2 2 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3	NAME OF REPORTING S.S. OR I.R.S. II Stamps, CHECK THE APPROPI	G PERSC DENTIFI Woodsu RIATE E	13G ON ICATION NO. OF ABOVE PERSOL IM & Co. III BOX IF A MEMBER OF A GROUP F ORGANIZATION general partnership	Page 5 of 31 Pages N (a) [] (b) []
1 1 2 2 2 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3	NAME OF REPORTING S.S. OR I.R.S. II Stamps, CHECK THE APPROPI	G PERSC DENTIFI Woodsu RIATE E	13G ON ICATION NO. OF ABOVE PERSOL IM & CO. III BOX IF A MEMBER OF A GROUP F ORGANIZATION general partnership	Page 5 of 31 Pages N (a) [] (b) []
1 1 2 2 2 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3	NAME OF REPORTING S.S. OR I.R.S. II Stamps, CHECK THE APPROPI	G PERSC DENTIFI Woodsu RIATE E	13G ON ICATION NO. OF ABOVE PERSOL IM & CO. III BOX IF A MEMBER OF A GROUP F ORGANIZATION general partnership	Page 5 of 31 Pages N (a) [] (b) []
1 1 2 2 2 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3	NAME OF REPORTING S.S. OR I.R.S. II Stamps, CHECK THE APPROPI SEC USE ONLY CITIZENSHIP OR PI Massachu	G PERSO DENTIFI Woodsu RIATE E LACE OF usetts	13G ON ICATION NO. OF ABOVE PERSOL IM & CO. III BOX IF A MEMBER OF A GROUP F ORGANIZATION general partnership SOLE VOTING POWER 0 shares	Page 5 of 31 Pages N (a) [] (b) []
1 1 2 2 2 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3	NAME OF REPORTING S.S. OR I.R.S. II Stamps, CHECK THE APPROPI SEC USE ONLY Massachu	G PERSO DENTIFI Woodsu RIATE E LACE OF usetts	13G ON ICATION NO. OF ABOVE PERSOLUM & CO. III BOX IF A MEMBER OF A GROUP F ORGANIZATION general partnership SOLE VOTING POWER 0 shares	Page 5 of 31 Pages N (a) [] (b) []

7 SOLE DISPOSITIVE POWER

EACH

	PERSON	0 shares
	WITH	8 SHARED DISPOSITIVE POWER
		0 shares
9	AGGREGATE AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	0 share	5
1.0		2000000000 AVOVNE AV DOM (A) EVOLUDDO ODDENIA OVADDOM (
10	CHECK BOX IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*[]
11	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW 9
	0.0%	
 12	TYPE OF REPORTIN	 G PERSON *
	PN 	
	*S	EE INSTRUCTIONS BEFORE FILLING OUT!
		Page 5 of 31 Pages
CUSSIP	NO. 705324101	13G Page 6 of 31 Pages
 1	NAME OF REPORTIN	
-		DENTIFICATION NO. OF ABOVE PERSON
	E. Roe	Stamps, IV
2	CHECK THE APPROP	RIATE BOX IF A MEMBER OF A GROUP* (a) []
		(b) []
3	SEC USE ONLY	
4	CITIZENSHIP OR P	LACE OF ORGANIZATION
	United	States
		5 SOLE VOTING POWER
	NUMBER OF	2,000 shares
	SHARES	6 SHARED VOTING POWER
	BENEFICIALLY OWNED BY	0 shares

REPORTING

REPORTING

	PERSON		2,000 shares	
	WITH	 8	SHARED DISPOSITIVE POWER	
			0 shares	
9	AGGREGATE AMOUN	 F BENEFI	CIALLY OWNED BY EACH REPOR	TING PERSON
	2,000 :	shares		
10	CHECK BOX IF TH	E AGGREG	GATE AMOUNT IN ROW (9) EXCL	UDES CERTAIN SHARES*[]
11	PERCENT OF CLAS	S REPRES	SENTED BY AMOUNT IN ROW 9	
	Less t	nan 5%		
12	TYPE OF REPORTI	NG PERSC	м *	
	IN			
	*;	 SEE INST	 RUCTIONS BEFORE FILLING OU	 Т!
			Page 6 of 31 Pages	
CUSSIE	P NO. 705324101		13G	Page 7 of 31 Pages
1	NAME OF REPORTING		ON CATION NO. OF ABOVE PERSON	
	Stepher	n G. Woo	odsum	
2	CHECK THE APPRO	PRIATE E	BOX IF A MEMBER OF A GROUP*	(a) []
				(b) []
3	SEC USE ONLY			
 	CITIZENSHIP OR	PLACE OF	ORGANIZATION	
	United	States		
		 5	SOLE VOTING POWER	
	NUMBER OF		0 shares	
	SHARES BENEFICIALLY	6	SHARED VOTING POWER	
	OWNED BY		0 shares	
	EACH	7	SOLE DISPOSITIVE POWER	
	REPORTING PERSON		0 shares	

	WITH	8 SHARED DISPOSITIVE POWER 0 shares	
 9	AGGREGATE AMOUNT 0 shares	BENEFICIALLY OWNED BY EACH REPORTING PERSO	
10		AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTA	AIN SHARES*[]
11	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW 9	
12	TYPE OF REPORTING		
	*SE	EE INSTRUCTIONS BEFORE FILLING OUT!	
		Page 7 of 31 Pages	
CUSSI	P NO. 705324101	13G Page 8 	of 31 Pages
1	NAME OF REPORTING	DENTIFICATION NO. OF ABOVE PERSON	
2			(a) [] (b) []
3	SEC USE ONLY		
4	CITIZENSHIP OR PI	LACE OF ORGANIZATION	
		5 SOLE VOTING POWER	
	NUMBER OF SHARES BENEFICIALLY OWNED BY	0 shares6 SHARED VOTING POWER 0 shares	
	EACH REPORTING PERSON	7 SOLE DISPOSITIVE POWER 0 shares	

8 SHARED DISPOSITIVE POWER

WITH

9	AGGREGATE AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	0 shares	3
10	CHECK BOX IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*[]
11	0.0%	REPRESENTED BY AMOUNT IN ROW 9
	0.0%	
12	TYPE OF REPORTING	G PERSON *
	IN	
	*SI	EE INSTRUCTIONS BEFORE FILLING OUT!
		Page 8 of 31 Pages
CUSSII	P NO. 705324101	13G Page 9 of 31 Pages
1	NAME OF REPORTING	
		DENTIFICATION NO. OF ABOVE PERSON
	John A.	Genest
2	CHECK THE APPROPI	RIATE BOX IF A MEMBER OF A GROUP*
		(a) []
		(d) []
3	SEC USE ONLY	
4	CITIZENSHIP OR PI	LACE OF ORGANIZATION
	United S	States
		5 SOLE VOTING POWER
	NUMBER OF	0 shares
	SHARES BENEFICIALLY	6 SHARED VOTING POWER
	OWNED BY	0 shares
	EACH	7 SOLE DISPOSITIVE POWER
	REPORTING PERSON	0 shares
	WITH	8 SHARED DISPOSITIVE POWER
		0 shares

9	AGGREGATE AMOUNT	BENEFIC	CIALLY OWNED BY EACH REPOR	TING PERSON
	0 share			
			TE AMOUNT IN ROW (9) EXCL	
			NTED BY AMOUNT IN ROW 9	
	0.0%			
12	TYPE OF REPORTIN		*	
	IN			
	* 5	SEE INSTR	CUCTIONS BEFORE FILLING OU	T!
		P	age 9 of 31 Pages	
CUSSIP	NO. 705324101		13G	Page 10 of 31 Pages
1	NAME OF REPORTING S.S. OR I.R.S.		TATION NO. OF ABOVE PERSON	
	Martin	J. Manni	on	
2			X IF A MEMBER OF A GROUP*	
				(a) []
				(b) []
 3	SEC USE ONLY			
4	CITIZENSHIP OR I	PLACE OF	ORGANIZATION	
	United	States		
		5	SOLE VOTING POWER	
	NUMBER OF		0 shares	
	SHARES BENEFICIALLY	6	SHARED VOTING POWER	
	OWNED BY		0 shares	
	EACH	7	SOLE DISPOSITIVE POWER	
	REPORTING PERSON		0 shares	
	WITH	8	SHARED DISPOSITIVE POWER	
			0 shares	
				·

	0 sh	ares				
10	CHECK BOX IF		TE AMOUNT IN ROW (9) E	XCLUDES CERI	TAIN SHAR	 ES*[]
 11	PERCENT OF CL		NTED BY AMOUNT IN ROW	9		
12	TYPE OF REPOR	TING PERSON	*			
	IN					
		*SEE INSTR	UCTIONS BEFORE FILLING	OUT!		
			Page 10 of 31			
CUSSIP	NO. 705324101		13G	Page 11 	of 31	Pages -
1		TING PERSON	ATION NO. OF ABOVE PER			
2	CHECK THE APP	 ROPRIATE BO	X IF A MEMBER OF A GRC		(a) []	
3	SEC USE ONLY					
4	CITIZENSHIP O	R PLACE OF	ORGANIZATION			
		5	SOLE VOTING POWER			
	NUMBER OF		0 shares			
	SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER 0 shares			
	EACH REPORTING PERSON	7	SOLE DISPOSITIVE POWER 0 shares			
	WITH	8	SHARED DISPOSITIVE POW	ER		
			0 shares			

9	AGGREGATE AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	0 shares	
10	CHECK BOX IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*[]
 11		REPRESENTED BY AMOUNT IN ROW 9
12	TYPE OF REPORTING	
	*SI	E INSTRUCTIONS BEFORE FILLING OUT!
		Page 11 of 31 Pages
CUSSIP	NO. 705324101	13G Page 12 of 31 Pages
1	NAME OF REPORTING S.S. OR I.R.S. II	ENTIFICATION NO. OF ABOVE PERSON
	Bruce R	Evalls
2	CHECK THE APPROPE	IATE BOX IF A MEMBER OF A GROUP* (a) [] (b) []
3	SEC USE ONLY	
 4	CITIZENSHIP OR PI	ACE OF ORGANIZATION
		5 SOLE VOTING POWER
	NUMBER OF	2,000 shares
	SHARES BENEFICIALLY OWNED BY	6 SHARED VOTING POWER 0 shares
	EACH REPORTING PERSON	7 SOLE DISPOSITIVE POWER 2,000 shares
	WITH	8 SHARED DISPOSITIVE POWER

		0 shares									
10	CHECK BO	OX IF THE 2	AGGREGA	ATE AMOU	NT IN ROW	(9) EXCL	UDES (CERT	NIA	SHARI	ES*[]
11	PERCENT	OF CLASS	REPRESE	ENTED BY	AMOUNT I	N ROW 9					
		0.0%									
12	TYPE OF	REPORTING	PERSON	1 *							
		IN									
		*SE	E INSTE	RUCTIONS	BEFORE F	ILLING OU					
			Pā	age 14 o	f 31 Page	S					
CUSSIP	NO. 70532	24101			13G		Page	15 	oi 	31 	Pages -
1		REPORTING I.R.S. ID			O. OF ABO	VE PERSON					
		Walter G	. Korts	schak							
2	CHECK TH	HE APPROPR	IATE BO	OX IF A	 MEMBER OF	A GROUP*					
									(a)	[]	
									(b)	[]	
3	SEC USE	ONLY									
4	CITIZENS	SHIP OR PL	ACE OF	ORGANIZ	ATION						
		United S	tates								
			5	SOLE VO	TING POWE						
	NUMBER OF	Ŧ			0 share	s 					
	SHARES		6	SHARED	VOTING PO	 WER					
]	BENEFICIAI OWNED BY				0 share	S					
	EACH REPORTING	G	7	SOLE DI	SPOSITIVE	POWER					
	PERSON				0 share	s 					
	WITH		 8	SHARED	DISPOSITI	VE POWER					
	AA T T 11		5	SHAINED	0 share						
					o silare						

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*[]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	0.0%
12	TYPE OF REPORTING PERSON *
	TM

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Page 15 of 31 Pages

Schedule 13G

- Item 1(a). Name of Issuer: Pediatrix Medical Group, Inc.
- Item 2(a). Names of Persons Filing: Summit Ventures III, L.P., Summit
 Partners III, L.P., Summit Investors II, L.P., Stamps, Woodsum &
 Co. III and Messrs. E. Roe Stamps, IV, Stephen G. Woodsum, Gregory
 M. Avis, John A. Genest, Martin J. Mannion, Ernest K. Jacquet,
 Bruce R. Evans, Thomas S. Roberts and Walter G. Kortschak.

Summit Partners III, L.P. is the sole general partner of Summit Ventures III, L.P. Stamps, Woodsum & Co. III is the sole general partner of Summit Partners III, L.P. Messrs. Stamps, Woodsum, Avis, Genest, Mannion, Jacquet, Evans, Roberts and Kortschak are individual general partners of Stamps, Woodsum & Co. III and Summit Investors II, L.P.

- Item 2(b). Address of Principal Business Office or, if None, Residence: The address of the principal business office of Summit Ventures III, L.P., Summit Partners III, L.P., Summit Investors II, L.P., Stamps, Woodsum & Co. III and Messrs. Stamps, Woodsum, Mannion, Genest, Jacquet, Evans and Roberts is Summit Partners, 600 Atlantic Avenue, Boston, Massachusetts 02210. The address of the principal business office of Messrs. Avis and Kortschak is Summit Partners, 499 Hamilton Avenue, Palo Alto, California 94301.
- Item 2(c). Citizenship: Each of Summit Ventures III, L.P., Summit Partners III, L.P. and Summit Investors II, L.P. is a limited partnership organized under the laws of the State of Delaware. Stamps, Woodsum & Co. III is a general partnership organized under the laws of the Commonwealth of Massachusetts. Each of Messrs. Stamps, Woodsum, Avis, Mannion, Genest, Jacquet, Evans, Roberts and Kortschak is a United States citizen.
- Item 2(d). Title of Class of Securities: Common Stock, \$.01 par value per share.
- Item 2(e). CUSIP Number: 705324101
- Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:
 - (a) [] Broker or Dealer registered under Section 15 of the Securities Exchange Act of 1934 (the "Act").
 - (b) [] Bank as defined in Section 3(a)(6) of the Act.
 - (c) [] Insurance Company as defined in Section 3(a)(19) of

the Act.

- Investment Company registered under Section 8 of the (d) [] Investment Company Act of 1940.
- Investment Adviser registered under Section 203 of the [] (e) Investment Advisers Act of 1940.
- (f) [] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F) of the Act.
- Parent Holding Company, in accordance with Rule (g) [] 13d-1(b)(ii)(G) of the Act.
- Group, in accordance with Rule 13d-1(b)(1)(ii)(H) of (h) [] the Act.

Not Applicable.

Item 4. Ownership.

Not Applicable

- Item 5. Ownership of Five Percent or Less of a Class.
 - [X] Each of the reporting persons owns beneficially and of record no shares of Pediatrix Medical Group, Inc. as of December 31, 1996, with the exception of Messrs. Stamps, and Evans, who each hold 2,000 shares of Common Stock of Pediatrix Medical Group, Inc.
- Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

> Not Applicable. The reporting persons expressly membership in a "group" as defined in Rule 13d-1(b)(ii)(H).

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

> Not Applicable. This statement on Schedule 13G is not filed pursuant to Rule 13d-1(b).

> > Page 17 of 31 Pages

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. We also hereby agree to file this statement jointly pursuant to the Agreement listed on Exhibit 1 hereto.

Dated: February 14, 1997

SUMMIT VENTURES III, L.P.

E. Roe Stamps, IV

Summit Partners III, L.P. By:

By: Stamps, Woodsum & Co. III

Stephen G. Woodsum

	Ву: *				*
	E. Roe Stamps, IV General Partner		 Gregor	 у М	
SUMMI	T INVESTORS II, L.P.				*
					Mannion
Ву:	/s/ John A. Genest				A. Genes
G	eneral Partner		John A		
SUMMI	T PARTNERS III, L.P.				*
Ву:	Stamps, Woodsum & Co. III		Ernest	 К.	Jacquet
	By: *				*
	E. Roe Stamps, IV General Partner		Bruce	R.	Evans
STAMP	S, WOODSUM & CO. III				*
			Walter		Kortscha
By:	*				*
	E. Roe Stamps, IV General Partner		Thomas	s.	Roberts
		Page 18 of 31			

*By: /s/ John A. Genest

John A. Genest,

Attorney-in-Fact

* Pursuant to Powers of Attorney on file with the Commission, which Powers of Attorney are incorporated herein by reference. Copies of such Powers of Attorney are attached hereto as Exhibit 2.

Page 19 of 31 Pages

Exhibit 1

AGREEMENT

Pursuant to Rule 13d-1(f)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of Common Stock of Pediatrix Medical Group, Inc.

This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

EXECUTED this 14th day of February, 1997.

SUMMIT VENTURES III, L.P.

E. Roe Stamps, IV

By: Summit Partners III, L.P.

By:	Stamps, W	Moodsum & Co. III		*
				Stephen G. Woodsum
	By:			
	E. Ro	e Stamps, IV		*
	Gener	al Partner		Gregory M. Avis
SUMM	IT INVESTOF	RS II, L.P.		*
				Martin J. Mannion
By: ,	/s/ John A.			/s/ John A. Genest
-	General E	artner		John A. Genest
SUMM	IT PARTNERS	S III, L.P.		*
				Ernest K. Jacquet
By:	Stamps, W	Joodsum & Co. III		Elmoso II. Guoqueo
				*
	Ву:	*		Bruce R. Evans
		. Roe Stamps, IV General Partner		
		0.00141 1410.01		
		Page 20	of 31 Pages	
STAM	PS, WOODSUN	I & CO. III		*
				Walter G. Kortschak
By:		*		*
- 2 -	E. Roe St	camps IV		Thomas S. Roberts
	General E	_		THOMAS S. ROBELLS
			/	
				/ John A. Genest
				hn A. Genest, torney-in-Fact
*	of Attorr	to Powers of Attorney o ey are incorporated her are attached hereto as	ein by reference. Cop	
		Page 21	of 31 Pages	
				Exhibit 2

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each and any of E. Roe Stamps, IV, Stephen G. Woodsum and John A. Genest his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (until revoked in writing) to sign any and all instruments, certificates and documents required to be executed on

behalf of himself individually or on behalf of each or any of Summit Ventures, L.P., Summit Partners, L.P., Stamps, Woodsum & Co., Summit Partners' Holdings, L.P., Summit Ventures II, L.P., Summit Partners II, L.P., Stamps, Woodsum & Co. II, SV Eurofund C.V., SV International, L.P., Stamps, Woodsum International & Co., Summit Investors, L.P., Summit Investors II, L.P., Summit Investors III, L.P., Summit Ventures III, L.P., Summit Partners III, L.P., Stamps, Woodsum & Co. III, Summit Ventures IV, L.P., Summit Partners IV, L.P., Stamps, Woodsum & Co., IV, Summit Subordinated Debt Fund, L.P., Summit Partners SD, L.P., SW Management Corp., Summit Management Co., Summit Subordinated Debt Fund II, L.P., and Summit Partners SD II, LLC, pursuant to sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as she might or could do in person thereby ratifying and confirming all that said attorney-in-fact and agent, or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Page 22 of 31

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the $10\,\mathrm{th}$ day of February, 1997.

/s/ E. Roe Stamps, IV
----E. Roe Stamps, IV

Commonwealth of Massachusetts)) ss: County of Suffolk)

On this 10th day of February, 1997, before me personally came E. Roe Stamps, IV, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same.

[Notary Seal]

/s/ Cynthia R. Freedman
----Notary Public
October 20, 2000

My Comission expires:

Page 23 of 31

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 10th day of February, 1997.

Commonwealth of Massachusetts)
) ss:
County of Suffolk)

On this 10th day of February, 1997, before me personally came Stephen G. Woodsum, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same.

[Notary Seal]

	October 20, 2000
	My Comission expires:
Page 24	of 31
rage 24 (01 31
IN WITNESS WHEREOF, this Power of A^{\prime} by of February, 1997.	ttorney has been signed as of the 10th
	/s/ Martin J. Mannion
	Martin J. Mannion
Commonwealth of Massachusetts)	
) ss: County of Suffolk)	
country of buffork	
annion, known to me to be the person denstrument that he acknowledged that he exc	
[Notary Seal]	/s/ Cynthia R. Freedman
	Notary Public
	October 20, 2000
	My Comission expires:
Page 25	of 31
Page 25 (of 31
IN WITNESS WHEREOF, this Power of A	of 31 ttorney has been signed as of the 10th
IN WITNESS WHEREOF, this Power of A	ttorney has been signed as of the 10th /s/ John A. Genest
IN WITNESS WHEREOF, this Power of A	ttorney has been signed as of the 10th
IN WITNESS WHEREOF, this Power of A	ttorney has been signed as of the 10th /s/ John A. Genest
IN WITNESS WHEREOF, this Power of A ay of February, 1997. Commonwealth of Massachusetts)	ttorney has been signed as of the 10th /s/ John A. Genest
IN WITNESS WHEREOF, this Power of A ay of February, 1997. Commonwealth of Massachusetts)	ttorney has been signed as of the 10th /s/ John A. Genest
IN WITNESS WHEREOF, this Power of A ay of February, 1997. Commonwealth of Massachusetts) Second Suffolk)	ttorney has been signed as of the 10th /s/ John A. Genest John A. Genest , before me personally came John A. cribed and who executed the foregoing
IN WITNESS WHEREOF, this Power of Amay of February, 1997. Commonwealth of Massachusetts)	ttorney has been signed as of the 10th /s/ John A. Genest John A. Genest , before me personally came John A. cribed and who executed the foregoing ecuted the same.
IN WITNESS WHEREOF, this Power of A ay of February, 1997. Commonwealth of Massachusetts)	ttorney has been signed as of the 10th /s/ John A. Genest John A. Genest , before me personally came John A. cribed and who executed the foregoing
IN WITNESS WHEREOF, this Power of A ay of February, 1997. Commonwealth of Massachusetts)	ttorney has been signed as of the 10th /s/ John A. Genest John A. Genest , before me personally came John A. cribed and who executed the foregoing ecuted the same. /s/ Cynthia R. Freedman
IN WITNESS WHEREOF, this Power of A ay of February, 1997. Commonwealth of Massachusetts)	ttorney has been signed as of the 10th /s/ John A. Genest John A. Genest , before me personally came John A. cribed and who executed the foregoing ecuted the same. /s/ Cynthia R. Freedman

Notary Public

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the $3 \, \mathrm{rd}$ day of February, 1997.

/s/ Gregory M. Avis
-----Gregory M. Avis

State of California)
) ss:
County of Santa Clara)

On this 3rd day of February, 1997, before me personally came Gregory M. Avis, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same.

[Notary Seal]

/s/ Katherine C. Ely

Notary Public

May 28, 2000

My Comission expires:

Page 27 of 31

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the $10 \, \mathrm{th}$ day of February, 1997.

/s/ Ernest K. Jacquet

Ernest K. Jacquet

On this 10th day of February, 1997, before me personally came Ernest K. Jacquet, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same.

[Notary Seal]

/s/ Cynthia R. Freedman

Notary Public

October 20, 2000

My Comission expires:

Page 28 of 31

County of Suffolk

Commonwealth of Massachusetts)

/s/ Thomas S. Roberts
Thomas S. Roberts

On this 10th day of February, 1997, before me personally came Thomas S. Roberts, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same.

) ss:

[Notary Seal]

/s/ Cynthia R. Freedman
----Notary Public

Page 29 of 31

IN WITNESS $\,$ WHEREOF, $\,$ this Power of Attorney has been signed as of the 10th day of February, 1997.

/s/ Bruce R. Evans
----Bruce R. Evans

Commonwealth of Massachusetts)) ss:
County of Suffolk)

On this 10th day of February, 1997, before me personally came Bruce R. Evans, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same.

[Notary Seal]

/s/ Cynthia R. Freedman
----Notary Public
October 20, 2000
-----My Comission expires:

Page 30 of 31

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the $3 \, \mathrm{rd}$ day of February, 1997.

State of California)
) ss:
County of Santa Clara)

On this 3rd day of February, 1997, before me personally came Walter G. Kortschak, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same.

[Notary Seal]

Notary Public
May 28, 2000

My Comission expires:

Page 31 of 31