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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

MCMILLEN & ASSOCIATES, INC.

Effective as of August 11, 2005 (the "Effective Date"), and in accordance with Sections 30-1-1003 and 30-1-1007 of the Idaho Business Corporation Act, the Articles of Incorporation of McMillen & Associates, Inc. are amended and restated in their entirety as follows:

**Article 1
NAME OF THE CORPORATION**

The name of the corporation is "The CAPROCK Group, Inc." (the "Corporation").

**Article 2
PURPOSES OF THE CORPORATION**

The purposes for which the Corporation is organized is to do any and all other lawful activities permitted under the Idaho Business Corporation Act.

**Article 3
SHARES**

3.1 Stock. The aggregate number of shares the Corporation is authorized to issue shall be 1,500,000, with no par value, consisting of 1,500,000 common shares of voting stock (the "Common Stock").

3.2 Treasury Shares. Unless a resolution of the Board of Directors provides that reacquired shares shall constitute authorized but unissued shares, any shares reacquired by the Corporation shall be Treasury Shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of the Corporation.

**Article 4
CUMULATIVE VOTING**

Shareholders of the Corporation do not have the right to cumulate their votes for Board of Directors.

**Article 5
NOTICE OF MEETINGS AND VOTING**

5.1 Notice. Written notice of meetings shall be delivered to all shareholders of the Corporation. Notice of meetings shall be given pursuant to the Amended and Restated Bylaws of the Corporation.

5.2 Voting. Each outstanding share of stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, including election of directors of the Corporation and other corporate purposes.

**Article 6
REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 800 West Idaho, Suite 300, Boise, Idaho, 83702, and the name of the registered agent at such address is Michael McMillen.

**Article 7
BOARD OF DIRECTORS**

The number of directors constituting the board of directors of the Corporation will be no less than two (2) and no greater than seven (7). Under the Amended and Restated Articles of Incorporation and until changed as provided in the Corporation's Amended and Restated Bylaws, the number of directors who constitute the Board of Directors is six (6). The names and addresses of such persons to serve as the directors are as follows:

Name	Address
Michael McMillen	800 West Idaho, Suite 300, Boise, Idaho, 83702
Mark Gustafson	800 West Idaho, Suite 300, Boise, Idaho, 83702
A. Craig Olson	800 West Idaho, Suite 300, Boise, Idaho, 83702
Richard Rock	800 West Idaho, Suite 300, Boise, Idaho, 83702

**Article 8
LIMITATION OF LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages, and the Corporation shall indemnify a director against liability (as defined in Idaho Code §30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Idaho Code § 30-1-833, or (iv) an intentional violation of criminal law.

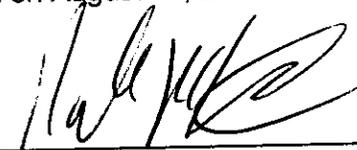
**Article 9
INDEMNIFICATION**

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

**Article 10
EXECUTION**

These Amended and Restated Articles of Incorporation were approved by the holders of all of the outstanding shares of the Corporation. The undersigned have executed these Amended and Restated Articles of Incorporation on August 11, 2005.

Dated: 9/14, 2005

By: 
Michael McMillen, President

Dated: 8/11, 2005

By: 
Mark Gustafson, Secretary