

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
THOMAS GROUP, INC.

Pursuant to Sections 242 and 245  
of the  
Delaware General Corporation Law

The undersigned J. Thomas Williams, certifies he is the President of Thomas Group, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby further certify as follows:

(1) The name of the Corporation is Thomas Group, Inc.

(2) The name under which the Corporation was originally incorporated was "Thomas Group, Inc." and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on June 12, 1978.

(3) This Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

(4) This Amended and Restated Certificate of Incorporation restates and integrates previous provisions and also amends the provisions of the Corporation's Certificate of Incorporation.

(5) The text of the Amended and Restated Certificate of Incorporation of the Corporation, as amended hereby, is restated to read in its entirety, as follows:

FIRST: The name of the Corporation is Thomas Group, Inc.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act