

Additions underscored  
Deletions [bracketed]

**THIRD[SECOND] AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION OF  
CHX HOLDINGS, INC.**

This Third Amended and Restated Certificate of Incorporation of the Corporation has been duly adopted in accordance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

The name of the corporation (the "Corporation") is CHX Holdings, Inc. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on January 26, 2005, under the same name.

Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Third Amended and Restated Certificate of Incorporation hereby amends and restates the Second Amended and Restated Certificate of Incorporation of the Corporation in its entirety, and reads in its entirety as follows:

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation is NYSE Chicago[CHX] Holdings, Inc. (hereinafter referred to as the "Corporation").

\* \* \* \* \*

**ARTICLE XIV**

**EFFECTIVE TIME**

This Third Amended and Restated Certificate of Incorporation shall be effective at ●, Eastern Standard Time, on ●, 2018.

IN WITNESS WHEREOF, the Corporation has caused this Third Amended and Restated Certificate of Incorporation to be executed by its duly authorized officer on ●, 2018.

CHX HOLDINGS, INC.

By: \_\_\_\_\_

Name:

Title: