

Additions underscored
Deletions [bracketed]

SECOND RESTATED CERTIFICATE OF INCORPORATION
OF
NYSE REGULATION, INC.

Under Section 805 of the Not-for-Profit Corporation Law

NYSE Regulation, Inc., a corporation organized and existing under the laws of the Not-for-Profit Corporation Law of the State of New York (the "N-PCL"), as the same may be amended and supplemented, hereby certifies as follows:

1. The name of this corporation is NYSE Regulation, Inc.
2. The original Certificate of Incorporation was filed on August 26, 2005.
3. The Restated Certificate of Incorporation was filed on March 6, 2006.
4. [3. NYSE Merger Sub] New York Stock Exchange LLC (the sole member of NYSE Regulation, Inc.) has approved this second restated certificate of incorporation and the amendments contained herein in accordance with Section 802 of the N-PCL.
5. [4.] This Second Restated Certificate of Incorporation restates and amends the [original] Restated Certificate of Incorporation in accordance with Section 805 of the N-PCL by making changes to [the corporate purpose of NYSE Regulation, Inc. in accordance with Section 801(b)(2) of the N-PCL, (2) changing the provision relating to director liability in accordance with Section 801(b)(3) of the N-PCL, and (3) deleting the provision relating to indemnification insurance in accordance with Section 801(b)(3) of the N-PCL so that the] Article V with respect to certain transfer restrictions so that the Second Restated Certificate of Incorporation of NYSE Regulation, Inc. reads in its entirety as follows:

ARTICLE I

The name of the corporation (which is hereinafter referred to as the "Corporation") is "NYSE Regulation, Inc."

ARTICLE II

The Corporation is a corporation as defined in Subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law of the State of New York. The purpose of the Corporation shall be:

- (a) to promote and inculcate just and equitable principles of trade and business;
- (b) to conduct and carry on the functions of a “board of trade” within the meaning of that term in Section 1410 (Boards of trade and chambers of commerce) of the Not-for-Profit Corporation Law of the State of New York, i.e. fostering trade and commerce, or the interests of those having a common trade, business, financial or professional interest, to reform abuses relative thereto, to secure freedom from unjust or unlawful exactions, to diffuse accurate and reliable information as to the standing of merchants and other matters, to procure uniformity and certainty in the customs and usages of trade and commerce, and of those having a common trade, business, financial or professional interest; to settle and adjust differences between its members and others and to promote a more enlarged and friendly intercourse among business people; to advance the civic, commercial, industrial and agricultural interests of the territory where the corporation is situated; to promote the general welfare and prosperity of such territory and to stimulate public sentiment to these ends; and to provide such civic, commercial, industrial, agricultural and social features as will promote these purposes;
- (c) to conduct and carry on the functions of an “exchange” within the meaning of that term in the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (to the extent such functions are delegated to the Corporation by an “exchange” within the meaning of that term in the Exchange Act) and
- (d) to engage in any lawful act or activity incidental to the foregoing which may lawfully be conducted and carried on by a corporation of its type formed under the Not-for-Profit Corporation Law of the State of New York.

It shall be a Type A corporation under Section 201 (Purposes) of the Not-for-Profit Corporation Law of the State of New York.

ARTICLE III

The office of the Corporation within the State of New York is to be located in the City and the County of New York.

ARTICLE IV

The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served. The Post Office address to which the Secretary of State shall mail a copy of process is:

c/o National Registered Agents, Inc.
875 Avenue of the Americas, Suite 501
New York, New York 10001

ARTICLE V

[The] Except as otherwise provided for in the Trust Agreement, dated as of [●] (the “Trust Agreement”), by and among NYSE Euronext, Inc., the Corporation and the trustees and Delaware trustee thereto, the sole equity member of the Corporation shall be New York Stock Exchange LLC, a New York limited liability company. Except as otherwise provided for in the Trust Agreement, New York Stock Exchange LLC may not transfer or assign its equity membership in the Corporation, in whole or in part, to any entity, unless such transfer or assignment shall be filed with and approved by the U.S. Securities and Exchange Commission (the “SEC”) under Section 19 of the Exchange Act and the rules promulgated thereunder.

ARTICLE VI

Unless and except to the extent that the Bylaws of the Corporation shall so require, the election of Directors of the Corporation need not be by written ballot.

ARTICLE VII

In furtherance and not in limitation of the powers conferred by law, the Board of Directors of the Corporation (the “Board”) is expressly authorized and empowered to adopt, amend and repeal the Bylaws of the Corporation by a majority vote at any regular or special meeting of the Board or by written consent, subject to the power of the members of the Corporation to adopt, amend or repeal any Bylaws made by the Board.

ARTICLE VIII

The Corporation reserves the right at any time from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and any other provisions authorized by the laws of the State of New York at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon members, Directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article.

ARTICLE IX

A Director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a Director, except to the extent such exemption from liability or limitation thereof is not permitted under the Not-for-Profit Corporation Law of the State of New York as currently in effect or as the same may hereafter be amended.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a Director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

IN WITNESS WHEREOF, NYSE Regulation, Inc. has caused this Second
Restated Certificate of Incorporation to be executed by its duly authorized officer on [March 6,
2006.] _____, 2007.

NYSE Regulation, Inc.

By [/s/ Richard P. Bernard]
Name: [Richard P. Bernard]
Title: [President and Secretary]

[SIGNATURE PAGE TO NYSE REGULATION, INC. RESTATED CERTIFICATE
OF INCORPORATION]