

EXHIBIT 3B**Officer's Certificate and Signature Block for the Non-U.S. Clearing Member Agreement**

Note: The undersigned may provide the Officer's Certificate in the form below or may, in such alternative manner as the Corporation deems satisfactory, otherwise provide a certification that the board of directors of the undersigned has delegated sufficient authority to an officer of the undersigned to execute and deliver, in the name and behalf of the undersigned, the Non-U.S. Clearing Member Agreement between the undersigned and the Corporation.

**Officer's Certificate
(for Corporate Non-U.S. Clearing Members)**

I, _____, the duly elected, qualified and acting [Assistant] Secretary of _____, a corporation organized and existing under the laws of _____ (hereinafter referred to as the "corporation"), **Hereby Certify** that :

1. The following is a correct copy of a resolution duly adopted by the Board of Directors of the corporation at a meeting thereof held on the _____ day of _____, 20 _____, at which meeting a quorum was present and acting.

Resolved, that the President or any Vice President of the corporation is authorized to execute and deliver, in the name and behalf of the corporation, under its corporate seal attested by its Secretary or Assistant Secretary, a Non-U.S. Clearing Member Agreement between the corporation and The Options Clearing Corporation, in the form presented to this meeting and hereby approved.

2. Said resolution is still in full force.

3. The executed Non-U.S. Clearing Member Agreement to which this certificate is attached is in the form presented to and approved by the Board of Directors of the corporation at the above described meeting.

In Witness Whereof I hereby subscribe my name this _____ day of _____, 20 _____.

[Assistant] Secretary

Form for Execution by Corporation

Name of Corporation

By

Title (President)

Signature

Date

Attest (Secretary or Assistant Secretary)

Form for Execution by Partnership

Name of Partnership

By

Title (a General Partner)

Signature

Date

Form for Execution by Limited Liability Company:

Name of Limited Liability Company

By

Title

Signature

Date

Accepted as the date shown below:

The Options Clearing Corporation

By

Title

Signature

Date