

FROM CORPORATION TRUST WILM TEAM #2

(MON) 7. 7' 03 16:58/ST. 16:57/NO. 4863796818 P 2

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "U.S. FUTURES EXCHANGE, L.L.C.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JULY, A.D. 2003, AT 4:35 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3664400 8100

030445778

AUTHENTICATION: 2514494

DATE: 07-07-03

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:19 PM 07/08/2003
FILED 12:19 PM 07/08/2003
SRV 030447637 - 3664400 FILE

**CERTIFICATE OF CORRECTION
TO
CERTIFICATE OF FORMATION
OF
US FUTURES EXCHANGE, L.L.C.**

The undersigned, in order to correct the Certificate of Formation of US Futures Exchange, L.L.C. (the "Company"), hereby certifies:

1. Section 1 of the Certificate of Formation filed on July 7, 2003, inaccurately stated the name of the limited liability company as US Futures Exchange, L.L.C. The inaccuracy is hereby corrected to read as follows:

Section 1. Name. The name of the limited liability company is U.S. Futures Exchange, L.L.C. (the "Company").

2. This Certificate of Correction shall be effective upon its filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned certifies that the facts stated herein are true as of July 8, 2003.

/s/ Andrew Pace
Andrew Pace, Organizer

FROM CORPORATION TRUST WILM. TEAM #2

(MON) 7. 7' 03 16:58/ST. 16:57/NO. 4863796818 P 3

JUL-07-2003 14:53

C 7 CORP SYS DC

282 347 1015 P.02

US FUTURES EXCHANGE, L.L.C.**CERTIFICATE OF FORMATION**

The undersigned, acting at the direction of and on behalf of one or more persons desiring to be members of, and having agreed to form, US Futures Exchange, L.L.C. as a limited liability company pursuant to the Delaware Limited Liability Company Act (Delaware Code Annotated, Title 6, § 18-101, *et seq.*), does hereby acknowledge and certify to the following:

Section 1. Name. The name of the limited liability company is US Futures Exchange, L.L.C. (the "Company").

Section 2. Registered Office, Registered Agents, Principal and Other Offices and Places of Business. The address of the Company's registered office in the State of Delaware, City of Wilmington, County of New Castle, is The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19808. The name of the Company's registered agent at such office is The Corporation Trust Company.

Section 3. Limited Liability Company Agreement. The Company shall be governed by a limited liability company agreement in such form as may be approved by the members.

Section 4. Limitation of Liability of the Members, Directors and Officers. Except as otherwise required by applicable law, the debts, obligations and liabilities of the Company whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Company, and neither the members nor any director or officer shall be obligated personally for any such debt, obligation or liability of the Company solely by reason of being a member or acting as a director or an officer. Each director and each officer of the Company, to the maximum extent now or hereafter permitted by applicable law, shall have no personal liability to the Company or the members for monetary damages for breach of fiduciary duty as a director or officer of the Company.

IN WITNESS WHEREOF, the undersigned certifies to the best of his knowledge and belief that the facts stated herein are true as of July 7, 2003.

Organizer:

/s/ Andrew Pace
Andrew Pace
Authorized Individual

DC_1055340_1.DOC

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:50 PM 07/07/2003
FILED 04:35 PM 07/07/2003
SRV 030445778 - 366400 FILE
TOTAL P.02

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CORRECTION OF "US FUTURES EXCHANGE, L.L.C.", CHANGING ITS NAME FROM "US FUTURES EXCHANGE, L.L.C." TO "U.S. FUTURES EXCHANGE, L.L.C.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF JULY, A.D. 2003, AT 12:19 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3664400 8100

030447637

AUTHENTICATION: 2516118

DATE: 07-08-03