

EDGX EXCHANGE, INC.

Action of Sole Director in Lieu of a First Meeting

March 9, 2009

The undersigned, being the sole member of the Board of Directors of EDGX Exchange, Inc., a Delaware corporation (the "Corporation"), and acting in accordance with Section 141(f) of the Delaware General Corporation Law, consents to the adoption of the following resolutions:

RESOLVED: That the adoption of the Bylaws of the Corporation by the sole incorporator of the Corporation is ratified and confirmed.

RESOLVED: That the following persons are elected to the office set forth opposite their respective names, each to serve, subject to the Bylaws of the Corporation, until the first annual meeting of stockholders and until his successor is elected and qualified:

CHIEF EXECUTIVE  
OFFICER AND

PRESIDENT: William O'Brien

TREASURER: Glen Badach

SECRETARY: Eric Hess

RESOLVED: That the fiscal year of the Corporation shall end on December 31 of each year.

RESOLVED: That an office of the Corporation be established and maintained at 545 Washington Boulevard, Jersey City, NJ 07310.

RESOLVED: That the Secretary of the Corporation is authorized to adopt the corporate seal of the Corporation and to affix an impression of such seal in the margin.

RESOLVED: That JPMorgan Chase Bank NA is designated a depository of the funds of the Corporation, and that the banking and borrowing resolutions appearing on the certificate recorded with these resolutions in the minute book and incorporated in this vote by reference are adopted.

RESOLVED: That the Chief Executive Officer and President is authorized:

- (a) to designate such bank or banks as depositories (the "Depository" or "Depositories") for the funds of the Corporation as he may deem necessary or advisable;

- (b) to open, keep and close general and special bank accounts and safe deposit boxes with any Depository;
- (c) to cause to be deposited in accounts with any Depository from time to time such funds of the Corporation as he may deem necessary or advisable;
- (d) to designate from time to time officers and agents of the Corporation authorized to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the Corporation against any such account; and
- (e) to make such general and special rules and regulations with respect to such accounts (including without limitation authorization for use of facsimile signatures) as he may deem necessary or advisable.

RESOLVED: That, if any Depository requires a prescribed form of preamble, preambles, resolution or resolutions relating to such accounts or to any application, statement, instrument or other documents connected therewith, each such preamble or resolution shall be deemed to be adopted by the Board of Directors, and the Secretary or any Assistant Secretary of the Corporation is authorized to certify the adoption of any such preamble or resolution as though it were presented to the Board of Directors at the time of adopting this resolution, and to insert all such preambles and resolutions in the minute book of the Corporation immediately following this resolution.

RESOLVED: That Pricewaterhouse Coopers LLP is selected as the independent auditors of the Corporation for the current year.

RESOLVED: That the Corporation is authorized to issue shares of its Common Stock to the persons listed below, in the amounts and for the consideration set forth opposite their respective names, and that the President and Secretary of the Corporation are each authorized, acting singly, to issue and deliver to each of such persons certificates for such shares upon receipt of payment therefor:

<u>Name</u>	<u>Number of Shares</u>	<u>Consideration</u>
Direct Edge Holdings LLC	1,000	\$10.00

RESOLVED: That the appropriate officers of the Corporation are each authorized to execute and deliver such documents, and to take such actions, as the officer or officers so acting deem necessary or appropriate to qualify the Corporation to do business as a foreign corporation in New York and New Jersey to appoint all necessary agents or attorneys for service of process and

to substitute new agents or attorneys for such purpose; to designate the location of all necessary statutory offices and to change the location thereof; to make and file all necessary certificates, reports, powers of attorney and other instruments, under the corporate seal, as may be required to qualify the Corporation to do business as a foreign corporation therein; and, whenever it is expedient for the Corporation to cease doing business therein and withdraw therefrom, to revoke any appointment of agent or attorney for service of process, and to file such certificates, reports, revocation of appointment or surrender of authority of the Corporation to do business as a foreign corporation therein.

EXECUTED as of the 9th day of March 2009.

---

William O'Brien, Sole Director