

Additions double underlined
 Deletions [bracketed]

RESTATED CERTIFICATE OF INCORPORATION

OF

EDGX EXCHANGE, INC.

FIRST: The name of the [Corporation] corporation is[:] EDGX Exchange, Inc.

SECOND: The [address of the Corporation's] registered office of the corporation in the State of Delaware is [Corporation Trust Center,] 1209 Orange Street, [in the City of] Wilmington, County of New Castle[.], Delaware 19801, and the [The] name of its registered agent at [such] that address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted [by the Corporation] is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the [Corporation] corporation shall have authority to issue is One Thousand (1,000) [shares of Common Stock], \$0.01 par value per share. All such stock shall be classified as Common Stock.

* * *

[FIFTH: The name and mailing address of the sole incorporator are as follows:

| <u>NAME</u> | <u>MAILING ADDRESS</u> |
|-------------|---|
| Eric Hess | 545 Washington Boulevard Jersey City, NJ 07310] |

[SIXTH: In furtherance of and not in limitation of powers conferred by statute, it is further provided:

1. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors; *provided*, that any action that specifically requires the approval of the Board of Managers and/or members of Direct Edge Holdings LLC pursuant to Section 7.7 of the Third Amended and Restated Limited Liability Company Operating Agreement of Direct Edge Holdings LLC, dated as of December 23, 2008, by and among the members of Direct Edge Holdings LLC, as such Agreement may be amended from time to time, shall require the approval of the stockholders of the Corporation.

2. Election of directors need not be by written ballot.
3. The Board of Directors is expressly authorized to adopt, amend, alter or repeal the Bylaws of the Corporation.
4. The Bylaws may also be amended, altered or repealed, or new bylaws may be adopted, by action taken by the stockholders of the Corporation.
5. Any Director may be removed with or without cause by a majority vote of the stockholders.]

[SEVENTH: Except to the extent that the General Corporation Law of Delaware prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.]

[EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.]

[I, THE UNDERSIGNED, being the incorporator named above, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this ____ day of March of 2009.]

[INCORPORATOR:

Eric Hess]

The undersigned executed this Restated Certificate of Incorporation as of
_____, 20_____.

EDGX Exchange, Inc.

Name:

Title: