

PACIFIC EXCHANGE, INC.
(A Delaware corporation)

CERTIFICATE OF INCORPORATION

1. The name of the Corporation is: PACIFIC EXCHANGE, INC. (Hereinafter in this Certificate of Incorporation, the Corporation shall be referred to as the “Exchange.”)
2. The address of the Exchange’s registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington, County of New Castle. The name of the Exchange’s registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted are:
 - (a) To conduct and carry on the functions of an “exchange”, as that term is defined in the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and in connection with managing the business and affairs of the Exchange, the Board of Directors of the Exchange shall consider applicable requirements for registration as a national securities exchange under Section 6(b) of the Exchange Act, including, without limitation, the requirements that (i) the rules of the Exchange shall be designed to protect investors and the public interest, and (ii) the Exchange shall be so organized and have the capacity to carry out the purposes of the Exchange Act and to enforce compliance by its members, as that term is defined in Section 3 of the Exchange Act (such statutory members being hereinafter referred to as the “Trading Permit Holders”), and persons associated with its Trading Permit Holders, with the provisions of the Exchange Act, the rules and regulations thereunder, and the rules of the Exchange. The rules of the Exchange may set forth provisions for the regulation of the conduct of Trading Permit Holders, the dues and assessments payable by Trading Permit Holders, the grounds for and the method of expulsion from the status as a Trading Permit Holder and other termination of trading permits held by Trading Permit Holders, the limitations upon or qualifications of the voting power of Trading Permit Holders and such other matters pertaining to the Trading Permit Holders, including the transfer of trading permits, as the Board of Directors shall from time to time determine.
 - (b) To maintain high standards of commercial honor and integrity among the Exchange’s Trading Permit Holders.
 - (c) To promote and inculcate just and equitable principles of trade and business.
 - (d) To engage in any other lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. The Exchange shall be a non-stock corporation and shall not have authority to issue capital stock.
5. The conditions of membership applicable to the members of the Exchange (within the meaning of Section 102(4) of the General Corporation Law of the State of Delaware, each such member being hereinafter referred to as a “Corporate Member”), including the number of Corporate Members of the Exchange, the method of admission of Corporate Members, qualifications of Corporate Members, the limitations, rights, powers and duties and obligations of Corporate Members, the dues, assessments and contributions of Corporate Members, the limitations upon or qualifications of voting power, and other

matters pertaining to membership in the Exchange, including the transfer of memberships, shall be as provided from time to time in the bylaws and rules of the Exchange.

6. Except as set forth in Article 9 of this Certificate of Incorporation, the Exchange shall be managed by or under the direction of the Board of Directors which shall exercise all powers conferred under the laws of the State of Delaware.

7. Elections of directors of the Exchange need not be by written ballot unless the bylaws so provide.

8. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt the bylaws and the rules of the Exchange and to amend or repeal any provision thereof subject to such conditions as the bylaws or rules may provide.

9. Whenever a compromise or arrangement is proposed between the Exchange and its creditors or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Exchange or of any creditor thereof or on the application of any receiver or receivers appointed for the Exchange under § 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Exchange under § 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors agree to any compromise or arrangement and to any reorganization of the Exchange as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors of the Exchange and also on the Exchange.

10. The personal liability of the directors of the Exchange is hereby eliminated to the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended. To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, or any other applicable laws, the members of the Board of Directors shall not be liable to the Exchange, the Trading Permit Holders, or the Corporate Members, for monetary damages for breach of fiduciary duty as a director. No amendment or repeal of this Article 11 shall apply to or have any effect on the liability or alleged liability of any director of the Exchange for or with respect to any act or omission on the part of such director occurring prior to such amendment or repeal.

11. The private property, whether real or personal, of directors and officers of the Exchange shall not be subject to the payment of corporate debts to any extent whatsoever.

12. To the fullest extent permitted by applicable law, the Exchange is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees or agents of the Exchange (and any other persons to which Delaware law permits the Exchange to provide indemnification and advancement) through bylaw provisions, agreements with such directors, officers, employees, agents or other persons, vote of the Corporate Members or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law of the State of Delaware, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to the Exchange, its Corporate Members, and others.

Certificate of Incorporation for the Reorganized PCX

13. The approval of either a majority of the Board of Directors or the affirmative vote of a majority of the existing Corporate Members, shall be required to adopt, amend or repeal any provision of the bylaws of the Exchange. The approval of a majority of the Board of Directors and a majority of the existing Corporate Members shall be required to amend or repeal any provision of this Certificate of Incorporation. Any change to the Certificate of Incorporation or bylaws that is required to be approved by or filed with the United States Securities and Exchange Commission (the "Commission") before it may become effective shall not become effective until the procedures of the Commission necessary to make it effective shall have been satisfied.

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FIFTH: This Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors of the corporation in accordance with Sections 241 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Pacific Exchange, Inc. has caused this certificate to be signed by its Chairman and Chief Executive Officer and Senior Vice President, General Counsel, Antitrust Compliance Officer, Chief Regulatory Officer and Corporate Secretary this __ day of _____, 200_.

Philip D. DeFeo, Chairman and
Chief Executive Officer

Kathryn L. Beck, Senior Vice President,
General Counsel, Antitrust Compliance
Officer, Chief Regulatory Officer and
Corporate Secretary