

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ONEXCHANGE BOARD OF TRADE, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF AUGUST, A.D. 2000, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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RECORDS SECTION



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0604325

DATE: 08-07-00

**CERTIFICATE OF INCORPORATION**

**OF**

**ONEXCHANGE BOARD OF TRADE, INC.**

I, THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, as from time to time amended, do hereby certify as follows:

FIRST: The name of the Corporation is

**ONEXCHANGE BOARD OF TRADE, INC.**

SECOND: The registered office of the Corporation in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle. The name of its registered agent in the State of Delaware at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage, directly or indirectly, in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware as from time to time in effect.

FOURTH: The total authorized capital stock of the Corporation shall be 100 shares of Common Stock, all of which are without par value.

FIFTH: The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Umar F. Moghul	1155 Avenue of the Americas New York, New York 10036

SIXTH: The business of the Corporation shall be managed under the direction of the Board of Directors except as otherwise provided by law. The number of Directors of the Corporation shall be fixed from time to time by, or in the manner provided in, the Bylaws. Election of Directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

SEVENTH: The Board of Directors may make, alter or repeal the Bylaws of the Corporation except as otherwise provided in the Bylaws adopted by the Corporation's stockholders.

EIGHTH: The Directors of the Corporation shall be protected from personal liability, through indemnification or otherwise, to the fullest extent permitted under the General Corporation Law of the State of Delaware as from time to time in effect.

1. A Director of the Corporation shall under no circumstances have any personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director except for those breaches and acts or omissions with respect to which the General Corporation Law of the State of Delaware, as from time to time amended, expressly provides that this provision shall not eliminate or limit such personal liability of Directors. Neither the modification or repeal of this paragraph 1 of Article EIGHTH nor any amendment to said General Corporation Law that does not have retroactive application shall limit the right of Directors hereunder to exculpation from personal liability for any act or omission occurring prior to such amendment, modification or repeal.

2. The Corporation shall indemnify each Director and Officer of the Corporation to the fullest extent permitted by applicable law, except as may be otherwise provided in the Corporation's Bylaws, and in furtherance hereof the Board of Directors is expressly authorized to

amend the Corporation's Bylaws from time to time to give full effect hereto, notwithstanding possible self interest of the Directors in the action being taken. Neither the modification or repeal of this paragraph 2 of Article EIGHTH nor any amendment to the General Corporation Law of the State of Delaware that does not have retroactive application shall limit the right of Directors and Officers to indemnification hereunder with respect to any act or omission occurring prior to such modification, amendment or repeal.

NINTH: 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 all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand this 3rd day of August,

2000.

  
Umar F. Moghul  
Incorporator

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ONEXCHANGE CLEARING CORPORATION", FILED IN THIS OFFICE ON THE FOURTH DAY OF AUGUST, A.D. 2000, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

RECEIVED  
AUG 7 2000  
OFFICE OF THE SECRETARY OF STATE



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0604320

DATE: 08-07-00

**CERTIFICATE OF INCORPORATION**

**OF**

**ONEXCHANGE CLEARING CORPORATION  
A NON-STOCK CORPORATION**

I, THE UNDERSIGNED, in order to form a non-stock corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, as from time to time amended, do hereby certify as follows:

FIRST: The name of the Corporation is

**ONEXCHANGE CLEARING CORPORATION**

SECOND: The registered office of the Corporation in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle. The name of its registered agent in the State of Delaware at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage, directly or indirectly, in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware as from time to time in effect.

FOURTH: The Corporation shall be a membership corporation and not have any capital stock. The Corporation shall have two classes of members: Class A Members and Class B Members, the rights, privileges and conditions of which shall be as may be set forth in the Bylaws of the Corporation and as follows:

1. The initial sole Class A Member shall be onExchange Inc., a Delaware corporation. Any additional Class A Members may only be admitted upon unanimous consent of

the Class A Members. Class A Members shall be entitled to elect the directors of the Corporation and to remove any director at any time, with or without cause, and shall be entitled to vote upon all matters on which the vote of Members is required or permitted pursuant to the Delaware General Corporation Law, as from time to time amended.

2. Class B Members shall not be entitled to vote upon any matter and may have any such rights or privileges as set forth in the Bylaws of the Corporation.

FIFTH: The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Umar F. Moghal	1155 Avenue of the Americas New York, New York 10036

SIXTH: The business of the Corporation shall be managed under the direction of the Board of Directors except as otherwise provided by law. The number of Directors of the Corporation shall be fixed from time to time by, or in the manner provided in, the Bylaws. Election of Directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

SEVENTH: The Board of Directors may make, alter or repeal the Bylaws of the Corporation except as otherwise provided in the Bylaws adopted by the Class A Members.

EIGHTH: The Directors of the Corporation shall be protected from personal liability, through indemnification or otherwise, to the fullest extent permitted under the General Corporation Law of the State of Delaware as from time to time in effect.

1. A Director of the Corporation shall under no circumstances have any personal liability to the Corporation or its members for monetary damages for breach of fiduciary duty as a Director except for those breaches and acts or omissions with respect to which the General Corporation Law of the State of Delaware, as from time to time amended, expressly provides that

this provision shall not eliminate or limit such personal liability of Directors. Neither the modification or repeal of this paragraph 1 of Article EIGHTH nor any amendment to said General Corporation Law that does not have retroactive application shall limit the right of Directors hereunder to exculpation from personal liability for any act or omission occurring prior to such amendment, modification or repeal.

2. The Corporation shall indemnify each Director and Officer of the Corporation to the fullest extent permitted by applicable law, except as may be otherwise provided in the Corporation's Bylaws, and in furtherance hereof the Board of Directors is expressly authorized to amend the Corporation's Bylaws from time to time to give full effect hereto, notwithstanding possible self interest of the Directors in the action being taken. Neither the modification or repeal of this paragraph 2 of Article EIGHTH nor any amendment to the General Corporation Law of the State of Delaware that does not have retroactive application shall limit the right of Directors and Officers to indemnification hereunder with respect to any act or omission occurring prior to such modification, amendment or repeal.

NINTH: 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 all rights conferred upon members herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand this 3rd day of August, 2000.

  
Umar F. Meghui  
Incorporator