

CERTIFICATE OF FORMATION
OF
CANTOR EXCHANGE, LLC

This Certificate of Formation of Cantor Exchange, LLC (the "LLC") dated as of _____, 2005 is being duly executed and filed by _____, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §§ 18-101, et seq.).

First: The name of the LLC formed hereby is:

Cantor Exchange, LLC

Second: The address of the registered office of the LLC in the State of Delaware is:

**The Corporation Trust Company
The Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801**

Third: The name and address of the registered agent for service of process on the LLC in the State of Delaware are:

**The Corporation Trust Company
The Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801**

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

By: _____
Name:
Title: Authorized Person