

Delaware

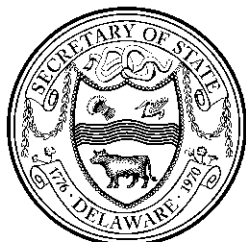
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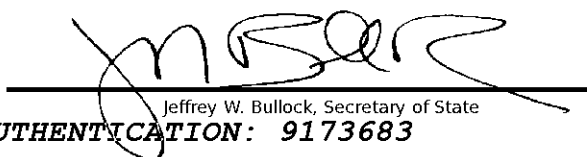
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "BGC DERIVATIVE MARKETS, L.P.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 2011, AT 10:33 O'CLOCK A.M.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9173683

DATE: 11-22-11

CERTIFICATE OF LIMITED PARTNERSHIP

OF

BGC DERIVATIVE MARKETS, L.P.

This Certificate of Limited Partnership of BGC Derivative Markets, L.P. (the "Partnership") is being executed by the undersigned for the purpose of forming a limited partnership pursuant to the Delaware Uniform Limited Partnership Act.

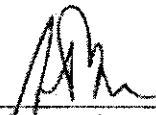
1. The name of the Partnership is BGC Derivative Markets, L.P.
2. The address of the registered office of the Partnership in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, State of Delaware, 19801. The Partnership's registered agent for service of process in the State of Delaware at such address is The Corporation Trust Company.
3. The name and business addresses of the general partner of the Partnership are:

BGC Derivative Markets Holdings, LLC
c/o BGC Partners, Inc.
499 Park Avenue
New York, New York 10022

IN WITNESS WHEREOF, the undersigned, the general partner of the Partnership, has caused this Certificate of Limited Partnership of BGC Derivative Markets, L.P. to be duly executed, as of this 21st day of November, 2011.

BGC Derivative Markets Holdings, LLC
Its General Partner

By: _____


Name: Stephen M. Merkel
Title: Executive Managing Director