

Delaware

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The First State

I, HARRIET SMITH WINDSOR, 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 "CANTOR FUTURES EXCHANGE, L.P.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 2006, AT 2:12 O'CLOCK P.M.



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061042282

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5194231

DATE: 11-14-06

CERTIFICATE OF LIMITED PARTNERSHIP
OF
CANTOR FUTURES EXCHANGE, L.P.

This Certificate of Limited Partnership of Cantor Futures Exchange, 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.

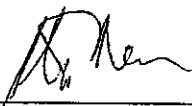
1. The name of the Partnership is Cantor Futures Exchange, L.P.
2. The address of the registered office of the Partnership in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, State of Delaware, 19801. The Partnership's registered agent for service of process 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:

Cantor Futures Exchange Holdings, LLC
110 East 59th Street
New York, New York 10022

IN WITNESS WHEREOF, the undersigned, the general partner of the Partnership, has caused this Certificate of Limited Partnership of Cantor Futures Exchange, L.P. to be duly executed, as of this 14th day of November, 2006.

CANTOR FUTURES EXCHANGE
HOLDINGS, LLC
Its General Partner

By:


Name: Stephen M. Merkel
Title: Executive Managing Director