

# 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 RESTATED CERTIFICATE OF "NASDAQ PHLX LLC", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF OCTOBER, A.D. 2017, AT 12:57 O`CLOCK P.M.*



  
Jeffrey W. Bullock, Secretary of State

778072 8100  
SR# 20176674207

Authentication: 203417687  
Date: 10-18-17

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**AMENDED AND RESTATED CERTIFICATE OF FORMATION  
OF  
NASDAQ PHLX LLC  
(F/K/A NASDAQ OMX PHLX LLC)**

THIS Amended and Restated Certificate of Formation of NASDAQ PHLX LLC (f/k/a NASDAQ OMX PHLX LLC) (the "Company"), dated as of October 18, 2017, has been duly executed and is being filed by the undersigned, as an authorized person, in accordance with the provisions of 6 Del. C. §18-208, to amend and restate the original Certificate of Formation of the Company, which was filed on September 1, 2010, with the Secretary of State of the State of Delaware under the name NASDAQ OMX PHLX LLC, as heretofore amended (the "Certificate"), to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

The Certificate is hereby amended and restated in its entirety to read as follows:

1. Name. The name of the limited liability company is Nasdaq PHLX LLC.
2. Registered Office. The address of the registered office of the Company in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801.
3. Registered Agent. The name and address of the registered agent for service of process on the Company in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801.

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

  
Name: Joan C. Conley  
Title: Authorized Person