

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 AMENDMENT OF "NASDAQ BX, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF OCTOBER, A.D. 2017, AT 12:39 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

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Authentication: 203417959
Date: 10-18-17

You may verify this certificate online at corp.delaware.gov/authver.shtml

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
NASDAQ BX, INC.**

Pursuant to Section 242
of the General Corporation Law of the State of Delaware

NASDAQ BX, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The Certificate of Incorporation of the Corporation is hereby amended by deleting Article First thereof and inserting the following in lieu thereof:

"Article First

The name of the corporation is Nasdaq BX, Inc. (the "Corporation")."

2. The Certificate of Incorporation of the Corporation is hereby amended by deleting Article Fourth, Paragraph B thereof and inserting the following in lieu thereof:

"B. All of the authorized shares of Common Stock initially shall be issued and outstanding, and shall initially be held by Nasdaq, Inc., a Delaware corporation. Nasdaq, Inc. may not transfer or assign any shares of stock of the Corporation, in whole or in part, to any entity, unless such transfer or assignment shall be filed with and approved by the U.S. Securities and Exchange Commission (the "SEC") under Section 19 of the Exchange Act and the rules promulgated thereunder."

3. The foregoing amendments were duly adopted in accordance with the provisions of Sections 242 and 228 (by the written consent of the sole stockholder of the Corporation) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, NASDAQ BX, Inc. has caused this Certificate to be executed by its duly authorized officer on this 18th day of October, 2017.

NASDAQ BX, INC.

By: 

Name: Joan E. Conley

Title: Senior Vice President