

Delaware

The First State

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*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 "THE NASDAQ OMX GROUP,
INC.", CHANGING ITS NAME FROM "THE NASDAQ OMX GROUP, INC." TO
"NASDAQ, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF
SEPTEMBER, A.D. 2015, AT 8:41 O`CLOCK A.M.*



Jeffrey W. Bullock, Secretary of State

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SR# 20150033933

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

Authentication: 10005384
Date: 09-08-15

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
THE NASDAQ OMX GROUP, INC.**

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

THE NASDAQ OMX GROUP, 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 Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by deleting ARTICLE FIRST thereof and inserting the following in lieu thereof:

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

2. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by its duly authorized officer on this 8th day of September, 2015.

THE NASDAQ OMX GROUP, INC.

By: 

Name: Joan C. Conley

Office: Senior Vice President and Corporate Secretary