

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF FORMATION OF NASDAQ OMX PHLX LLC

This Certificate of Amendment to Certificate of Formation of Nasdaq PHLX LLC, a Delaware limited liability company (the "Company"), dated as of _____, 201_, has been duly executed and is being filed by the undersigned, as an authorized person, in accordance with the provisions of 6 Del. C. §18-202, to amend the Certificate of Formation of the Company, as filed in the office of the Secretary of State of the State of Delaware on September 1, 2010 (the "Certificate").

1. The name of the Company is NASDAQ OMX PHLX LLC.

Article FIRST of the Certificate is hereby amended to read as follows:

"FIRST. The name of the limited liability company is Nasdaq PHLX LLC."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Certificate of Formation as of the date first above written.

Name:

Authorized Person