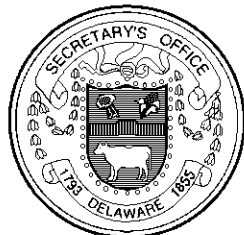


# Delaware

PAGE 1

*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 CLEARINGHOUSE, L.P.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 2008, AT 6:43 O'CLOCK P.M.



4590878 8100

080893004

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

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

**AUTHENTICATION: 6809331**

**DATE: 08-22-08**

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**CANTOR CLEARINGHOUSE, L.P.**

This Certificate of Limited Partnership of Cantor Clearinghouse, 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 Clearinghouse, 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 is:

Cantor Clearinghouse Holdings, LLC  
c/o Cantor Fitzgerald, L.P.  
110 East 59<sup>th</sup> 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 Clearinghouse, L.P. to be duly executed, as of this 21<sup>st</sup> day of August, 2008.

CANTOR CLEARINGHOUSE HOLDINGS, LLC  
Its General Partner

By:

  
Name: **Stephen M. Merkel**  
Title: **Executive Managing Director**