

**RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
CHICAGO MERCANTILE EXCHANGE INC.**

The undersigned, Craig S. Donohue, certifies that he is the Chief Executive Officer of Chicago Mercantile Exchange Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), and does hereby further certify as follows:

- (1) The name of the Corporation is Chicago Mercantile Exchange Inc.
- (2) The name under which the Corporation was originally incorporated was Chicago Mercantile Exchange Inc. and the original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on December 30, 1999.
- (3) This Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.
- (4) This Restated Certificate of Incorporation amends paragraph (3) of Article Fifth and restates the Certificate of Incorporation to read in its entirety, as follows:

**FIRST**

The name of the Corporation is Chicago Mercantile Exchange Inc. (hereinafter the "Corporation").

**SECOND**

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at that address is The Corporation Trust Company.

**THIRD**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "DGCL").

**FOURTH**

The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1000) shares of Common Stock, each having a par value of one cent (\$.01).

**FIFTH**

The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its Board of Directors and shareholders:

- (1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The Board of Directors shall have concurrent power with the shareholders to make, alter, amend, change, add to or repeal the By Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By Laws of the Corporation. Election of directors need not be by written ballot unless the By Laws so provide. The Board of Directors of the Corporation shall at all times be comprised of the same directors as those of Chicago Mercantile Exchange Holdings Inc., the sole stockholder of the Corporation; provided, however, that any director that is suspended or expelled from membership of the Corporation shall automatically be removed from the Board of Directors of the Corporation.

(4) No director shall be personally liable to the Corporation or any of its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article FIFTH by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Restated Certificate of Incorporation, and any By Laws adopted by the shareholders; provided, however, that no By Laws hereafter adopted by the shareholders shall invalidate any prior act of the directors which would have been valid if such By Laws had not been adopted.

## **SIXTH**

Meetings of shareholders may be held within or without the State of Delaware, as the By Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By Laws of the Corporation.

## **SEVENTH**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being an officer of the Corporation, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts stated herein are true, and accordingly have hereunto set my hand this \_\_ day of April, 2004