STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on June 28, 2012.

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 06/07
CERTIFICATE OF INCORPORATION
OF
NATIONAL SECURITIES CLEARING CORPORATION
UNDER SECTION 402 OF THE BUSINESS CORPORATION LAW

The undersigned, for the purpose of forming a corporation under the Business Corporation Law of the State of New York, certifies:

1. The name of the corporation is National Securities Clearing Corporation.

2. The purposes for which it is formed are:
   A. to provide such members and member organizations of the New York Stock Exchange, Inc., the American Stock Exchange, Inc., the National Association of Securities Dealers, Inc., their successors and such other persons, firms and corporations as it shall determine, upon terms and conditions and in the manner and capacity satisfactory to it, with facilities for the comparison and netting of contracts in securities between them and for delivering securities to and receiving securities from each other in the settlement of such contracts or otherwise and to participate in the settlement of contracts in securities between such persons by receiving from and delivering to such persons securities required to be delivered or entitled to be received by them pursuant to such contracts and by receiving from and paying to such persons any amounts payable to or payable by such persons in connection with any of the foregoing transactions or otherwise, and to enter into all such contracts and to do all things necessary or proper to carry out the foregoing purposes.
B. to manufacture, produce, acquire, hold, use, deal in and dispose of, in any manner whatsoever, merchandise, machinery, commodities and articles of commerce of any and every class and description.

C. to acquire, purchase, hold, own, use, develop, manage, operate, lease, deal in and dispose of, in any manner whatsoever, both improved and unimproved real property and any interests therein wherever situated; and to improve the same for purposes of sale or otherwise.

D. to subscribe for, acquire, hold, buy, sell, use, deal in and dispose of, in any manner whatsoever, any securities created or issued by any persons, corporation or governmental authority.

3. The following actions shall be authorized by vote of the holders of all the outstanding shares at the time entitled to vote in the election of any directors, at any annual meeting of the shareholders, or at any special meeting of the shareholders called for that purpose: (i) any amendment of this certificate of incorporation; (ii) any amendment by the shareholders of the by-laws of the corporation; (iii) any purchase, other than a purchase incident to the corporation's normal conduct of its business as described in subparagraph A of paragraph 2 of this certificate of incorporation, of any securities issued by any natural person, partnership or corporation; (iv) any repurchase of any securities issued by the corporation; and (v) any issuance of any securities by the corporation.

4. Except as otherwise provided by law, any or all of the directors may be removed, for cause,
by vote of the shareholders or the Board of Directors
and may be removed, without cause, by vote of the
shareholders.

5. There shall be one class of common shares
of which the corporation shall have authority to
issue 30,000 shares of the par value of $0.50 each.

6. No holder of any shares of the corporation
of any class shall as such holder have any preemptive
right to purchase or subscribe for any other shares
or securities of the corporation of any class which
at any time may be sold or offered for sale or
subscription by the corporation.

7. The office of the corporation within the
State of New York is to be located in the City of
New York, County of New York.

8. The Secretary of State is designated as
agent of the corporation upon whom process against
it may be served. The post office address to
which the Secretary of State shall mail a copy
of any process against the corporation served
upon him is 2 Broadway, New York, New York 10006.

9. The corporation intends to establish
the year ending December 31, 1976 as its first
calendar year for reporting the franchise tax
on business corporations imposed by article
nine-a of the tax law of the State of New York.

IN WITNESS WHEREOF, the undersigned, a
natural person over the age of eighteen years, sub-
scribes this Certificate and affirms the same as
true under the penalties of perjury this 15th day of March, 1976.

Thomas A. Williams
INCORPORATOR

1 Chase Manhattan Plaza
New York, New York 10005
CERTIFICATE OF RESERVATION

STATE OF NEW YORK

I DO HEREBY CERTIFY TO THE

RESERVATION OF NAME

OF

(date filed)

NATIONAL SECURITIES CLEARING CORPORATION 2/17/76

TO BE FILMED AS MICROFILM FRAME NUMBER:

THE ABOVE CORPORATE NAME HAS BEEN RESERVED FOR A PERIOD OF

SIXTY DAYS FROM THE ABOVE DATE FOR THE USE OF:

Milbank, Tweed, Hadley & McCloy

FOR:

Creation of a domestic corporation

NAME AND ADDRESS OF FILER:

Milbank, Tweed, Hadley & McCloy

1 Chase Manhattan Plaza

New York, NY

CHECK: M.O. CASH $10.00

$10.00 CERTIFICATE

TOTAL $10.00

CERTIFICATE OF RESERVATION MUST ACCOMPANY CERTIFICATE OF INCORPORATION OR APPLICATION OF AUTHORITY WHEN PRESENTED FOR FILING.
STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Département of State, at the City of Albany, on June 28, 2012.

Daniel E. Shapiro
First Deputy Secretary of State
CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
NATIONAL SECURITIES CLEARING CORPORATION
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

The undersigned, the President and the Secretary
of National Securities Clearing Corporation, hereby
certify:

1. The name of the corporation is National
   Securities Clearing Corporation.

2. The certificate of incorporation of National
   Securities Clearing Corporation was filed by the depart-
   ment of state on March 17, 1976.

3. The certificate of incorporation of National
   Securities Clearing Corporation is hereby amended pursuant
   to section 801(b)(4) of the Business Corporation Law to
   change the post office address to which the secretary of
   state shall mail a copy of any process against the corpo-
   ration served upon him by amending the second sentence of
   Paragraph 8 of the certificate of incorporation to read
   in its entirety as follows:

   "The post office address to which the Secretary
   of State shall mail a copy of any process
   against the corporation served upon him is
   55 Water Street, New York, New York 10041."

4. The amendment of the certificate of incorpo-
   ration was authorized by the unanimous written consent of
   the holders of all the outstanding shares entitled to
   vote of the corporation.
IN WITNESS WHEREOF, the undersigned have subscribed this certificate and affirm the same as true under the penalties of perjury this 15th day of April, 1977.

Jack Nelson
President

Robert J. Woldow
Secretary
CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
NATIONAL SECURITIES CLEARING CORPORATION
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

3/10/76
NYC
A-300948-6
5/2 Broadway N.Y.C. 10006

STATE OF NEW YORK
DEPARTMENT OF STATE
TAX 
FILING FEB 30
FILED APR 15 1977

Milbank, Tweed, Hadley & McCloy
1 Chase Manhattan Plaza
New York, New York