

RESTATED
CERTIFICATE OF INCORPORATION
OF
COMMODITY EXCHANGE, INC.

Under Section 805 of the Not-for-Profit Corporation Law

WE, the undersigned R. Patrick Thompson and M. Dawn Lowe, being respectively the President and Secretary of COMMODITY EXCHANGE, INC. (the "Corporation"), hereby certify that:

1. The name of the Corporation is COMMODITY EXCHANGE, INC.
2. The Corporation was formed by the filing of an order of consolidation with the Department of State on May 1, 1933.
3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and is a Type A corporation under paragraph (b) of Section 201 of said law.
4. The amendments of the certificate of incorporation affected by this restated certificate of incorporation are to set forth the division of memberships in the Corporation into two classes: NYMEX Division Memberships, of which none is authorized, and COMEX Division Memberships of which 772 are authorized to accomplish the foregoing amendments, clause (d) of paragraph SECOND of the certificate of incorporation relating to the number and type of authorized membership is hereby inserted immediately after clause (c) of such paragraph, and shall hereinafter read as is set forth in clause (d) of Paragraph SECOND of the certificate of incorporation of the Corporation as hereinafter restated.
5. The restatement of the certificate of incorporation of the Corporation herein provided for was authorized by at least a majority vote of the members of the Corporation entitled to vote on the restatement of the certificate of incorporation.
6. The text of the certificate of incorporation of the Corporation, as heretofore amended and as amended hereby, is hereby restated in its entirety to read as follows:

FIRST: The name of the corporation is COMMODITY EXCHANGE, INC. (the "Corporation").

SECOND: (a) The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law,

(b) The purposes for which the Corporation is formed are:

To provide regulate and maintain an exchange for the convenient transaction of business by its members and to furnish other combined physical facilities and combined services for its members; to establish just and equitable principles in the business carried on by and between its members, on by and between its members; to maintain uniformity in rules, regulations and usages in the business; to acquire, preserve and disseminate useful information in connection with the business throughout all markets; to decrease local risk attendant upon the business; and generally, to promote and facilitate the business of buying, selling, dealing with and dealing in, the following products: (i) crude Rubber, Siak, Pontianac, Guta-Percha, Balata, Guayule, and other products partaking of and akin to the same qualities possessed by rubber; (ii) ferrous and non-ferrous metals; (iii) hides and skins; and (iv) and such additional goods, products or services as are authorized by the directors and, if required, by the entire membership.

To subscribe to, voluntarily assist financially or otherwise, and to co-operate with any other association or exchange, whether incorporated or note, whose objects are, together or in part, similar to this corporation, and to procure from and to communicate to any such association such information as may be likely to forward the objects the association and to do any other or further thing or transact any other or further matters which may facilitate the transaction of business between members, the settlement of and/or the performance of all or any contract entered into by its members, subject to the rules and regulations adopted from time to time by the directors.

To conduct and carry on any and all activities incidental to the foregoing which may lawfully be conducted and carried on by a corporation of its type, under the Not-for-Profit Corporation Law.

(c) The Corporation is a Type A corporation under Section 201 of the Not-for-Profit Corporation Law.

(d) The Corporation will have two classes of membership: one NYMEX Division Membership and 772 COMEX Division Memberships.

(e) The rules applicable to trading, governance and other matters pertaining to the Corporation or to members of the Corporation may be rules adopted by the Board of Directors of the Corporation or by the Board of Directors of the New York Mercantile Exchange.

THIRD: The office of the Corporation within the State of New York is to be located in the County of New York.

FOURTH: The Secretary of State is designated as agent of the Corporation upon whom process may be served, and the post office address of the Corporation to which the Secretary of State shall mail a copy of any notice required by law is:

Commodity Exchange, Inc.
4 World Trade Center, 8th Fl.
New York, NY 10048
Attn: President

FIFTH: The corporation reserves the right to amend, alter, change or repeal any provision of the certificate of incorporation in the manner now or hereafter permitted by law and all rights and powers conferred in this certificate are subject to this reservation.

IN WITNESS WHEREOF, the undersigned have subscribed this restated certificate of incorporation as of the 3rd day of August, 1994, and affirm that the contents thereof are true under penalties of perjury.

/s/R. Patrick Thompson
R. Patrick Thompson, President

/s/M. Dawn Lowe
M. Dawn Lowe, Secretary