

05-08-2003

RECORD

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102434714

To the Honorable Commissioner of Patents

to be attached original documents or copy thereof.

1. Name of conveying party(ies):
Market Axess Inc.
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: MarketAxess Holdings Inc.
Internal Address:

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other
Execution Date: February 28, 2002

Street Address: 140 Broadway
City: New York, NY Country: USA
ZIP: 10005
Delaware corporation
Additional name(s) & address(es) attached? Yes No
Designation of Domestic Representative attached? Yes

4. Application number(s) or registration number(s)

If this document is being filed together with a new application, the execution date of the application is _____.

A. Trademark Application No.(s)
76/222,098

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom
correspondence concerning document should be
mailed: Monica B. Richman, Esq.
BROWN RAYSMAN MILLSTEIN FELDER &
STEINER LLP
900 Third Avenue
New York, New York 10022
(212) 895-2000

6. Total number of applications and registrations
involved: 1

7. Total fee (37 CFR 3.41):..... \$ 40.00
 Check enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 502312
(Attach duplicate copy of this page by deposit account)
Please charge any additional fees required, or credit any
overpayment, to the above deposit account

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached
copy is a true copy of the original document

Monica B. Richman, Esq. Monica B. Richman
Name of Person Signing Signature

March 25, 2003
Date

Total number of pages including cover sheet, attachments and document:
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

CSC

02/28 '02 14:07 NO.756 02/07

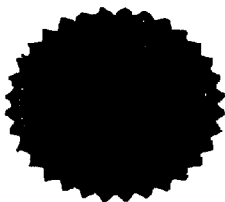
Delaware

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 AMENDMENT OF "MARKET AXESS INC.", CHANGING ITS NAME FROM "MARKET AXESS INC." TO "MARKETAXESS HOLDINGS INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2002, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3160376 8100

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AUTHENTICATION: 1638382

DATE: 02-28-02

02/28 '02 14:07 NO.756 03/07

CSC

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:00 AM 02/28/2002
 020136619 - 3160376

**CERTIFICATE OF AMENDMENT OF
 FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
 OF
 MARKET AXESS INC.**

(Pursuant to Section 228 and 242 of the
 General Corporation Law of the State of Delaware)

Market Axess Inc. (the "Corporation"), a corporation organized and existing
 under the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

FIRST: That the Corporation was originally incorporated in Delaware under the name Market Axess Inc., and the date of its filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was April 11, 2000. The Certificate of Incorporation has previously been amended and restated on June 19, 2000, August 17, 2000, September 8, 2000, January 31, 2001 and June 28, 2001.

SECOND: That the Board of Directors of the Corporation duly adopted resolutions proposing to amend the Fifth Amended and Restated Certificate of Incorporation of the Corporation, and that thereafter, pursuant to such resolutions of the Board of Directors of the Corporation, a consent of stockholders in lieu of meeting was signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon would have been present and voted.

THIRD: That said amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

FOURTH: ARTICLE I of the Certificate of Incorporation of the Corporation, relating to the corporate title of the Corporation, is hereby amended to read, in its entirety, as follows:

The name of the corporation is MarketAxess Holdings Inc.

FIFTH: Paragraph (B)4(d)(1)(D) of the Certificate of Incorporation of the Corporation is hereby amended to (A) delete the word "and" at the end of subparagraph (viii) thereof, (B) add the word "and" at the end of subparagraph (ix) thereof and (C) add a new subparagraph (x) as follows:

(x) pursuant to contracts approved by the Board of Directors of the Corporation in an amount not to exceed 50,000 shares of Common Stock to any one person or an aggregate of 1% of the outstanding capital stock of the Company.

CSC

SIXTH: The foregoing amendment has been duly adopted by the Board of Directors of the Corporation in accordance with the applicable provisions of Section 248 of the General Corporation Law of the State of Delaware.

SEVENTH: The foregoing amendment and restatement was approved by the holders of the requisite number of shares of the Corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on this 28th day of February, 2002.

MARKET ACCESS INC.

By: /s/Richard McVey
Richard McVey
Chief Executive Officer