

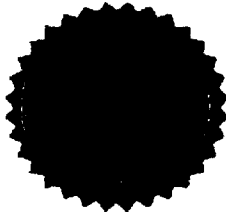
Delaware

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

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AUTHENTICATION: 1638382

DATE: 02-28-02

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REEL: 002704 FRAME: 0029

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/28/2002
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**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.

SIXTH: The foregoing amendment has been duly adopted by the Board of Directors of the Corporation in accordance with the applicable provisions of Section 242 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 AXESS INC.

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