

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
Trinitech Systems, Inc.	10/22/1999
RECEIVING PARTY DATA	
Name:	NYFIX, Inc.
Street Address:	100 Wall Street
Internal Address:	26th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	D348661
CORRESPONDENCE DATA	
Fax Number:	(203)327-2669
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	203-351-8055
Email:	vtteriberry@KELLEYDRYE.COM
Correspondent Name:	John Scott Winterle
Address Line 1:	400 ATLANTIC STREET , 13TH FLOOR
Address Line 4:	STAMFORD, CONNECTICUT 06901
ATTORNEY DOCKET NUMBER:	NYF-109(US)
NAME OF SUBMITTER:	John Scott Winterle
Total Attachments: 7 source=NYFIX#page1.tif source=NYFIX#page2.tif source=NYFIX#page3.tif	

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PATENT
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Delaware

PAGE 1

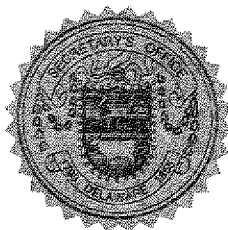
The First State

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 OWNERSHIP, WHICH MERGES:

"NYFIX, INC.", A NEW YORK CORPORATION,

WITH AND INTO "NYFIX (DELAWARE), INC." UNDER THE NAME OF "NYFIX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF DECEMBER, A.D. 2003, AT 11:03 O'CLOCK A.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3678173 8100M

AUTHENTICATION: 2817646

030808498

DATE: 12-16-03

PATENT

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CERTIFICATE OF OWNERSHIP AND MERGER

OF

NYFIX, INC.
(a New York corporation)

INTO

NYFIX (DELAWARE), INC.
(a Delaware corporation)

It is hereby certified that:

1. NYFIX, Inc. (hereinafter called the "parent corporation") is a corporation of the State of New York, the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.
2. The parent corporation, as owner of all of the outstanding shares of stock of NYFIX (Delaware), Inc., hereby merges itself into NYFIX (Delaware), Inc., a corporation of the State of Delaware (hereinafter called the "surviving corporation").
3. The following is a copy of the resolutions adopted on December 2, 2003 by the Board of Directors of the parent corporation to merge the parent corporation into the surviving corporation:

RESOLVED, that NYFIX, Inc. be reincorporated in the State of Delaware by merging itself into NYFIX (Delaware), Inc. pursuant to the laws of the State of New York and the State of Delaware as hereinafter provided, so that the separate existence of NYFIX, Inc. shall cease as soon as the merger shall become effective, and thereupon NYFIX, Inc. and NYFIX (Delaware), Inc. will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware.

RESOLVED, that the terms and conditions of the proposed merger are as follows:

- (a) From and after the effective time of the merger, all of the property, rights, privileges, powers and franchises of NYFIX, Inc. shall become vested in and held and enjoyed by the surviving corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by NYFIX, Inc., and the surviving corporation shall assume all of the obligations of NYFIX, Inc.

(b) All shares of stock of NYFIX (Delaware), Inc. which are owned by NYFIX, Inc. immediately prior to the effective time of the merger shall be canceled without any consideration being issued or paid therefor.

(c) Each share of common stock, par value \$0.001 per share, of NYFIX, Inc. which shall be issued and outstanding immediately prior to the effective time of the merger shall be converted into one issued and outstanding share of common stock, par value \$0.001 per share of the surviving corporation, and from and after the effective time of the merger, the holders of all said issued and outstanding shares of common stock of NYFIX, Inc. shall automatically be and become holders of shares of the common stock of the surviving corporation upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

(d) After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing common stock of NYFIX, Inc. may surrender the same to the surviving corporation, and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate of certificates representing the same number of shares of common stock of the surviving corporation. Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of common stock of NYFIX, Inc. shall be deemed for all corporate purposes to evidence ownership of the same number of shares of the common stock of the surviving corporation.

(e) From and after the effective time of the merger, the Certificate of Incorporation and the By-Laws of NYFIX (Delaware), Inc. as in effect immediately prior to such effective time shall be the Certificate of Incorporation and the By-Laws of the surviving corporation; provided, however, that the name of the surviving corporation shall be changed to be "NYFIX, Inc." Said Certificate of Incorporation, as amended, shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

(f) Immediately following the effective time of the merger, the members of the board of directors and officers of NYFIX, Inc. immediately before the effective time of the merger shall be the members of the Board of Directors and corresponding officers of the surviving corporation.

RESOLVED, that in the event the proposed merger shall not be terminated, the proper officers of NYFIX, Inc. be, and they hereby are, authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge itself into NYFIX (Delaware), Inc. and the date of adoption thereof, and to cause the same to be filed and recorded as provided by

law, and to do all acts and things whatsoever, within the States of New York and Delaware and in any other appropriate jurisdiction, necessary or proper to effect the merger.

4. The proposed merger herein certified has been adopted, approved, certified, executed and acknowledged by the Corporation in accordance with the laws under which it is organized.

Signed on December 16, 2003.

NYFIX (DELAWARE), INC.

By: Brian Bellardo
Name: Brian Bellardo
Title: Secretary

NYFIX, INC.

By: Brian Bellardo
Name: Brian Bellardo
Title: Secretary

CERTIFICATE OF AMENDMENT
OF
THE CERTIFICATE OF INCORPORATION
OF
TRINITECH SYSTEMS, INC.

Pursuant to Section 805 of the New York Business Corporation Law

It is hereby certified that:

FIRST: The name of the corporation is TRINITECH SYSTEMS, INC. (the "Corporation").

SECOND: The Certificate of Incorporation of the Corporation was filed with the Department of State on April 6, 1955 under the original name "Trans-Aire Electronics, Inc."

THIRD: The Certificate of Incorporation is hereby amended to change the name of the Corporation to NYFIX, INC.

FOURTH: To accomplish the foregoing amendment, Article FIRST of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

"FIRST: The name of the Corporation shall be NYFIX, Inc."

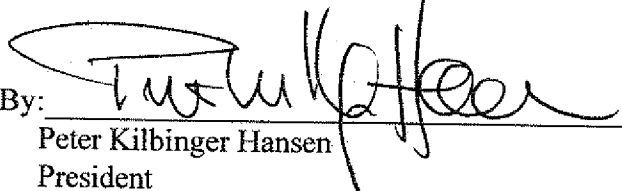
FIFTH: The Certificate of Incorporation is hereby amended to increase the authorized number of shares of Common Stock from 15,000,000 shares to 60,000,000 shares and to increase the authorized number of shares of Preferred Stock from 1,000,000 shares to 5,000,000 shares.

SIXTH: To accomplish the foregoing amendment, Article THIRD of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

"THIRD: The total number of shares that may be issued by the corporation is sixty million (60,000,000) shares of common stock, all of which shall have a par value of \$.001, and five million (5,000,000) shares of preferred stock, all of which shall have a par value of \$1.00; stockholders shall have no preemptive rights to subscribe for shares or other securities of the Corporation. Each share of common stock of the Corporation shall have one vote for all corporate purposes with no cumulative voting rights. Each share of preferred stock shall have such designations, privileges, preferences, and voting powers as shall be determined by the Board of Directors of the Corporation."

SEVENTH: The foregoing amendment to the certificate of incorporation were authorized at a meeting of the Board of Directors by unanimous vote and thereafter at a meeting of the shareholders by vote of a majority of all the outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, we have subscribed this document on October 21, 1999 and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

By: 
Peter Kilbinger Hansen
President

By: 
Richard A. Castillo
Secretary