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FLORIDA PROFIT/NON PROFIT CORPORATION
American Truck Leasing and Management Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
AMERICAN TRUCK LEASING AND MANAGEMENT INC.**

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Article I – Name

The name of this corporation is American Truck Leasing and Management Inc. (the “Company”).

Article II – Principal Address

The principal address of the Company is:

c/o Harris Cramer LLP
3507 Kyoto Gardens Drive, Suite 320
Palm Beach Gardens, FL 33410

Article III – Commencement

The Company shall commence on the date of execution and acknowledgement of these Articles.

Article IV – Duration

The Company shall exist perpetually, unless sooner dissolved according to law.

Article V – Purpose

The Company is organized for the purpose of transacting any or all lawful business.

Article VI – Capital Stock

The maximum number of shares of capital stock which the Company is authorized to issue is 1,000 shares of common stock, \$0.01 par value.

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Article VII - Initial Registered Office and Agent

The street address of the initial registered office of the Company is 3507 Kyoto Gardens Drive, Suite 320, Palm Beach Gardens, FL 33410, and the name of the initial registered agent at that address is Harris Cramer LLP.

Article VIII - Initial Board of Directors

The Company shall have a Board of Directors (the "Board") consisting of between one and three directors. The exact number shall be established from time to time by the resolution of the Board and may be either increased or diminished from time to time as provided in the bylaws.

Article IX - Incorporator

The name and address of the person signing these articles is:

C. Randy Lance

7680 Universal Boulevard, Suite 100

Orlando, FL 32819

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board and the shareholders.

Article XI - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Company shall indemnify its officers and directors and former officers and directors (the "Indemnitee(s)") against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the Company. Notwithstanding the indemnification provided for by this Article XI, the Company's bylaws, or any written agreement, such indemnity shall not include any expenses, liabilities or losses incurred by such Indemnitee(s) relating to or arising from any proceeding in which the Company asserts a direct claim (as opposed

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to a shareholders' derivative action) against the Indemnatee(s), whether such claim by the Company is termed a complaint, counterclaim, crossclaim, third-party complaint or otherwise.

Article XII - Amendment

The Company reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of May, 2011.


C. Randy Lance, Incorporator

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

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TALLAHASSEE FLORIDA

I hereby accept the appointment as Registered Agent of American Truck Leasing Management Inc. contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

HARRIS CRAMER LLP

By: Michael Harris, P.A., its Partner

Dated: May 19, 2011

By: 
Michael D. Harris, President

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