

CERTIFICATE OF INCORPORATION

OF

WABASH DELAWARE CORPORATION

FIRST: The name of the corporation (which is hereinafter called the "Corporation") is:

Wabash Delaware Corporation

SECOND: The address of the registered office of the Corporation in the State of Delaware is 32 Loockerman Square, Suite L-100, Dover, Kent County, Delaware 19901. The name of its registered agent in the State of Delaware at such address is The Prentice-Hall Corporation System, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware (the "GCL").

FOURTH: I. The total number of shares of all classes of stock which the Corporation has authority to issue is 100,000,000 shares, having an aggregate par value of \$1,000,000 of which 75,000,000 shares of the par value of \$.01 per share amounting in aggregate par value to \$750,000 shall be Common Stock, and 25,000,000 shares of the par value of \$.01 per share amounting in aggregate par value to \$250,000 shall be Preferred Stock.

II. The Board of Directors of the Corporation is authorized, subject to limitations prescribed by law and the provisions of this Article FOURTH, to provide for the issuance from time to time in one or more series of any number of shares of Preferred Stock, and, by filing a certificate pursuant to the GCL, to establish the number of shares to be included in each such series, and to fix the designation, relative rights, preferences, qualifications and limitations of the shares of each such series. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

A. The number of shares constituting that series and the distinctive designation of that series;

B. The dividend rate on the shares of that series, whether dividends shall be

cumulative, and, if so, from which date or dates, and whether they shall be payable in preference to, or in another relation to, the dividends payable on any other class or classes or series of stock;

C. Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

D. Whether that series shall have conversion or exchange privileges, and, if so, the terms and conditions of such conversion or exchange, including provision for adjustment of the conversion or exchange rate in such events as the Board of Directors shall determine;

E. Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the manner of selecting shares for redemption if less than all shares are to be redeemed, the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption which amount may vary under different conditions and at different redemption dates;

F. Whether that series shall be entitled to the benefit of a sinking fund to be applied to the purchase or redemption of shares of that series, and, if so, the terms and amounts of such sinking fund;

G. The right of the shares of that series to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary, upon the issue of any additional stock (including additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on and the purchase, redemption or other acquisition by the Corporation or any subsidiary of any outstanding stock of the Corporation;

H. The right of the shares of that series in the event of any voluntary or involuntary liquidation, dissolution or winding

up of the Corporation and whether such rights shall be in preference to, or in another relation to, the comparable rights of any other class or classes or series of stock; and

I. Any other relative, participating, optional or other special rights, qualifications, limitations or restrictions of that series.

III. Shares of any series of Preferred Stock which have been redeemed (whether through the operation of a sinking fund or otherwise) or which, if convertible or exchangeable, have been converted into or exchanged for shares of stock of any other class or classes shall have the status of authorized and unissued shares of Preferred Stock of the same series and may be reissued as a part of the series of which they were originally a part or may be reclassified and reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors or as part of any other series of Preferred Stock, all subject to the conditions and the restrictions on issuance set forth in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of Preferred Stock.

IV. Subject to the provisions of any applicable law, or except as otherwise provided by the resolution or resolutions providing for the issue of any series of Preferred Stock, the holders of outstanding shares of Common Stock shall exclusively possess voting power for the election of directors and for all other purposes, each holder of record of shares of Common Stock being entitled to one vote for each share of Common Stock standing in his name on the books of the Corporation.

V. Except as otherwise provided by the resolution or resolutions providing for the issue of any series of Preferred Stock, after payment shall have been made to the holders of Preferred Stock of the full amount of dividends to which they shall be entitled pursuant to the resolution or resolutions providing for the issue of any series of Preferred Stock, the holders of Common Stock shall be entitled, to the exclusion of the holders of Preferred Stock of any and all series, to receive such dividends as from time to time may be declared by the Board of Directors.

VI. Except as otherwise provided by the resolution or resolutions providing for the issue of any series of Preferred Stock, in the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after payment shall have been made to the holders of the Preferred

Stock of the full amount to which they shall be entitled pursuant to the resolution or resolutions providing for the issue of any series of Preferred Stock, the holders of Common Stock shall be entitled, to the exclusion of the holders of Preferred Stock of any and all series, to share, ratably according to the number of shares of Common Stock held by them, in all remaining assets of the Corporation available for distribution to its stockholders.

FIFTH: The name and mailing address for the sole incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Michael Joel Silver	Piper & Marbury 36 South Charles Street Baltimore, Maryland 21201

SIXTH: The number of directors of the Corporation shall consist of not less than three, the exact number to be fixed from time to time by the Board of Directors pursuant to a resolution adopted by the affirmative vote of a majority of the entire Board of Directors. No director need be a stockholder. Each director shall hold office until the next annual meeting of stockholders and until his successor is elected and qualified, or until he sooner dies, resigns, is removed or becomes disqualified. The name and mailing addresses of the persons who are to serve as directors until the first annual meeting of the stockholders or until their successors are elected and qualify are:

Donald J. Ehrlich
1000 Sagamore Parkway
Lafayette, Indiana 47904

Mitchell P. Rales
1250 24th Street, N.W.
Suite 800
Washington, D.C. 20037

Steven M. Rales
1250 24th Street, N.W.
Suite 800
Washington, D.C. 20037

SEVENTH: The directors shall have concurrent power with the stockholders to make, alter, amend, change add to or repeal the By-Laws of the Corporation. In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject nevertheless, to the

provisions of the statutes of Delaware, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

EIGHTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholder of this Corporation, as the case may be, and also on this Corporation.

NINTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provisions contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation. Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

TENTH: The Corporation shall indemnify to the full extent authorized or permitted by law any person made, or threatened to be made, a party to any action or proceeding (whether civil or criminal or otherwise) by reason of the fact that he, his testator or intestate, is or was a director or officer of the Corporation or by reason of the fact that such director or officer, at the request of the Corporation, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity.

Nothing contained herein shall affect any rights to indemnification to which employees other than directors and officers may be entitled by law. No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such a director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the GCL, or (iv) for any transaction from which such director derived an improper personal benefit. No amendment to or repeal of this Article TENTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ELEVENTH: The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms or contract rights, as expressly set forth in its charter, of any of its outstanding stock by classification, reclassification or otherwise; but no such amendment which changes such terms or contract rights of any of its outstanding stock shall be valid unless such amendment shall be authorized by not less than a majority of the aggregate of votes entitled to be cast thereon by a vote in writing of a majority with or without a meeting.

TWELFTH: The Corporation elects not to be governed by the provisions of Section 203 of the General Corporation Law of Delaware.

THIRTEENTH: The Corporation is to have perpetual existence.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a Corporation pursuant to the General Corporation Law of Delaware do make this Certificate hereby declaring and certifying, under penalties of perjury, that this is my act and deed and the facts herein stated are true, and accordingly heretofore set my hand this 12th day of September, 1991



Michael Joel Silver,
Sole Incorporator

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
WABASH DELAWARE CORPORATION

Wabash Delaware Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: The Corporation has not received any payment for any of its stock.

SECOND: The amendment to the Corporation's Certificate of Incorporation set forth in the following resolution approved by a majority of the Corporation's Board of Directors and was duly adopted in accordance with the provisions of Section 241 of the General Corporation Law of the State of Delaware:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by deleting Article EIGHT in its entirety and renumber remaining articles accordingly.

IN WITNESS WHEREOF, Wabash Delaware Corporation has caused this Certificate to be signed and attested by its duly authorized officers, this 17th day of September, 1991.

WABASH DELAWARE CORPORATION

By: 
Donald J. Ehrlich, President

Attest:


William A. Hoover, Secretary

**CERTIFICATE OF MERGER
OF
WABASH NATIONAL CORPORATION
INTO
WABASH DELAWARE CORPORATION
(Under Section 252 of the General Corporation Law
of the State of Delaware)**

Wabash Delaware Corporation hereby certifies that:

(1) The name and state of incorporation of each of the constituent corporations are:

- (a) Wabash National Corporation, a Maryland corporation; and
- (b) Wabash Delaware Corporation, a Delaware corporation.

(2) An agreement of merger has been approved, adopted, certified, executed and acknowledged by Wabash National Corporation and by Wabash Delaware Corporation in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

(3) The name of the surviving corporation is Wabash Delaware Corporation.

(4) The certificate of incorporation of Wabash Delaware Corporation shall be the certificate of incorporation of the surviving corporation and Article FIRST is hereby amended to read as follows:

"FIRST: The name of the corporation (which is hereinafter called the "Corporation") is:

Wabash National Corporation"

(5) The surviving corporation is a corporation of the State of Delaware.

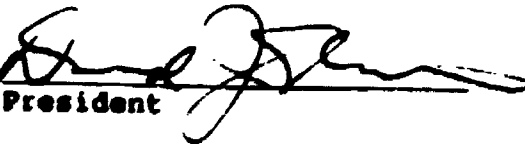
(6) The executed Agreement of Merger is on file at the principal place of business of Wabash Delaware Corporation at 1000 Sagamore Parkway, Lafayette, Indiana 47904.

(7) A copy of the Agreement of Merger will be furnished by Wabash Delaware Corporation, on request and without cost, to any stockholder of Wabash Delaware Corporation or Wabash National Corporation.

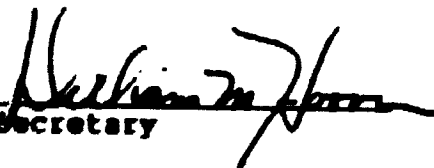
(8) The authorized capital stock of Wabash National Corporation is 1,000,000 shares of Common Stock (par value \$1.00 per share) and 15,000 shares of Preferred Stock (par value \$1.00 per share).

IN WITNESS WHEREOF, WABASH DELAWARE CORPORATION has caused this certificate to be signed by Donald J. Ehrlich, its President and attested by William M. Hoover, its Secretary on the 16 day of September 1991.

WABASH DELAWARE CORPORATION

By: 
President

Attest:

By: 
Secretary

Amendment of Our Certificate of Incorporation

Our Board has adopted, subject to stockholder approval, an amendment to our Certificate of Incorporation, as amended, to increase the number of our authorized shares of common stock, par value \$.01 per share, from 75,000,000 shares to 200,000,000 shares and correspondingly, to increase the total number of authorized shares of all classes of capital stock from 100,000,000 to 225,000,000 shares, which includes 25,000,000 shares of preferred stock, par value \$.01 per share. The amendment will not change the number of authorized shares of our preferred stock. If approved by the Company's stockholders, the first sentence of Article FOURTH of the Company's Certificate of Incorporation, as amended, would be deleted and replaced with the following:

"I. The total number of shares of all classes of stock that the Corporation has authority to issue is 225,000,000 shares, having an aggregate par value of \$2,250,000 of which 200,000,000 shares of the par value of \$.01 per share amounting in aggregate par value to \$2,000,000 shall be Common Stock, and 25,000,000 shares of the par value of \$.01 per share amounting in aggregate par value to \$250,000 shall be Preferred Stock."

[As filed 4/14/2010]