

Delaware

PAGE 1

The First State

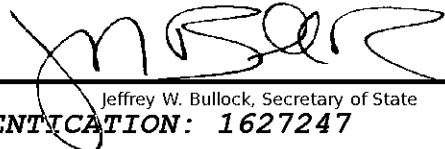
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "NEFF CORPORATION", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF AUGUST, A.D. 2014, AT 1:10 O'CLOCK P.M.

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

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1627247

DATE: 08-18-14

**CERTIFICATE OF INCORPORATION
OF
NEFF CORPORATION**

FIRST: The name of the corporation is Neff Corporation (the "*Corporation*").

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the city of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.

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 "*DGCL*").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 100 shares, having a par value of \$.01 per share. All such shares are Common Stock.

FIFTH: The name and mailing address of the incorporator is:

Sylvia Taylor
Latham & Watkins LLP
885 Third Avenue
New York, New York 10022

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation (the "*Board of Directors*") is expressly authorized to make, alter or repeal the bylaws of the Corporation (the "*Bylaws*").

SEVENTH: Election of directors comprising the Board of Directors (each such director, in its capacity as such, a "*Director*") need not be by written ballot unless the Bylaws shall so provide.

EIGHTH: No Director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (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) under Section 174 of the DGCL, or (iv) for any transaction from which the Director derived an improper personal benefit.

NINTH: The Corporation expressly elects not to be governed by Section 203 of the DGCL.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, herein declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 15th day of August, 2014.

/s/ Sylvia Taylor

Sylvia Taylor
Sole Incorporator