

Attachment No. 19.1

Proposed Certificate of Incorporation of ARI Holdco, Inc.

**CERTIFICATE OF INCORPORATION
OF
ARI HOLDCO, INC.**

1. The name of the Corporation is ARI Holdco, Inc.
2. The registered office of the Corporation in the State of Delaware is located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808. The name of the Corporation's registered agent in the State of Delaware at such address is Corporation Service Company.
3. 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.
4. The total number of shares of stock which the Corporation shall have authority to issue is 100 shares, \$0.01 par value.
5. The powers, preferences and rights and the qualifications, limitations or restrictions thereof shall be determined by the board of directors.
6. Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.
7. The Corporation is to have perpetual existence.
8. The Board of Directors shall have the power to adopt, amend or repeal the bylaws of the Corporation.
9. The name and mailing address of the incorporator is as follows:

Melissa M. Zeiders
c/o Stevens & Lee, P.C.
17 North Second Street, 16th Floor
Harrisburg, Pennsylvania 17101
10. The Corporation shall indemnify its directors to the fullest extent authorized or permitted by the laws of the State of Delaware as the same exists or as may hereafter be amended, and no director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director except for liability (i) for 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 Delaware General Corporation Law, or (iv) for any transaction from which the director derived any 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.

11. The Corporation shall not be governed by Section 203 of the Delaware General Corporation Law.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this [●] day of [●], 2015.

Melissa M. Zeiders
Incorporator