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FOREIGN PROFIT/NONPROFIT CORPORATION

American Railcar Industries, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. American Railcar Industries, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. North Dakota 3. 43-1481791
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 04/30/2009 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 100 Clark Street, Saint Charles, MO 63301
(Principal office address)

100 Clark Street c/o Tax Department, Saint Charles, MO 63301
(Current mailing address)

8. Railcar Manufacture/Repair
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

By: _____

(Registered agent's signature)

J. L. Miles - Asst. Secy.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS SEE ATTACHMENT

Chairman: Carl C. Icahn

Address: 767 Fifth Avenue

New York, NY 10153

Vice Chairman: James J. Unger

Address: 100 Clark Street

Saint Charles, MO 63301

Director: Vincent J. Intrieri

Address: 767 Fifth Avenue, 47th Floor

New York, NY 10153

Director: James M. Lalsure

Address: 100 Clark Street

Saint Charles, MO 63301

B. OFFICERS SEE ATTACHMENT

President: James Cowan

Address: 100 Clark Street

Saint Charles, MO 63301

Vice President: _____

Address: _____

Secretary: Michael Obertop

Address: 100 Clark Street, Saint Charles, MO 63301

Treasurer: Dale Davies

Address: 100 Clark Street, Saint Charles, MO 63301

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Michael Obertop

(Signature of Director or Officer listed in number 12 of the application)

14. Michael Obertop, Secretary

(Typed or printed name and capacity of person signing application)

**Attachment to Florida
Officers & Directors**

- 1 Full Name: Alan C. Lullman
 Officer/Director: Officer
 Officer's Title: Sr. Vice President - Sales
 Director's Title:
 Business Address: 100 Clark Street
 City: Saint Charles
 State: MO
 ZIP Code: 63301
- 2 Full Name: Michael Vaughn
 Officer/Director: Officer
 Officer's Title: Controller
 Director's Title:
 Business Address: 100 Clark Street
 City: Saint Charles
 State: MO
 ZIP Code: 63301
- 3 Full Name: James C. Pontious
 Officer/Director: Director
 Officer's Title:
 Director's Title: Other Director
 Business Address: 100 Clark Street
 City: Saint Charles
 State: MO
 ZIP Code: 63301
- 4 Full Name: Steve Mongillo
 Officer/Director: Director
 Officer's Title:
 Director's Title: Other Director
 Business Address: 767 Fifth Avenue, 47th Floor
 City: New York
 State: NY
 ZIP Code: 10153
- 5 Full Name: Harold First

	Officer/Director:	Director
	Officer's Title:	
	Director's Title:	Other Director
	Business Address:	767 Fifth Avenue, 47th Floor
	City:	New York
	State:	NY
	ZIP Code:	10153
6	Full Name:	Brett Icahn
	Officer/Director:	Director
	Officer's Title:	
	Director's Title:	Other Director
	Business Address:	767 Fifth Avenue, 47th Floor
	City:	New York
	State:	NY
	ZIP Code:	10153
7	Full Name:	Hunter Gary
	Officer/Director:	Director
	Officer's Title:	
	Director's Title:	Other Director
	Business Address:	767 Fifth Avenue, 47th Floor
	City:	New York
	State:	NY
	ZIP Code:	10153

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING

AMERICAN RAILCAR INDUSTRIES, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that AMERICAN RAILCAR INDUSTRIES, INC., a North Dakota business corporation, was incorporated in this office on April 30, 2009; that AMERICAN RAILCAR INDUSTRIES, INC. amended and restated its articles of incorporation in articles of merger to become a publicly traded corporation on June 30, 2009; and, according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing a North Dakota publicly traded corporation.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Good Standing to

AMERICAN RAILCAR INDUSTRIES, INC.

Issued: June 30, 2009

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State