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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

FOREIGN PROFIT/NONPROFIT CORPORATION

AIG RAIL SERVICES, INC.

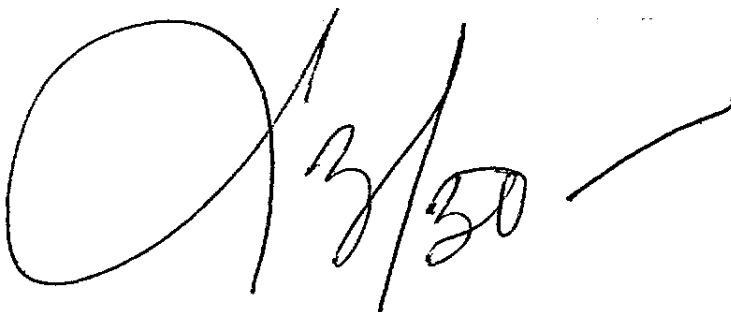
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06 MAR 29 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

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TALLAHASSEE, FLORIDA

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1. AIG RAIL SERVICES, 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. Delaware

(State or country under the law of which it is incorporated)

3. PENDING

(FEI number, if applicable)

4. March 02, 2006

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

Suite 850, 5700 GRANITE PARKWAY

7. PLANO, TX 75024

(Principal office address)

Suite 850, 5700 GRANITE PARKWAY, PLANO, TX 75024

(Current mailing address)

RAILCAR SERVICES To engage in any act or activity for which corporations may be organized.

8. _____
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(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.

Corporation Service Company

Brian Courtney

By _____

Asst. V. Pres.

(Registered agent's signature)

Assistant Vice President

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.

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

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A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

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

14. ELIZABETH M. TUCK, Secretary

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

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**Directors / Officers Report
AIG Rail Services, Inc.**

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Directors

William N. Dooley	Director
Primary Address:	American International Group, Inc. 70 Pine Street New York, New York 10270 (United States)
William G. Farrell Jr.	Director
Primary Address:	AIG Commercial Equipment Finance, Inc. 5700 Granite Parkway Suite 850 Plano, Texas 75024 (United States)
Dave B. Fate	Director
Primary Address:	AIG Commercial Equipment Finance, Inc. 5700 Granite Parkway Suite 850 Plano, Texas 75024 (United States)
Alan M. Pryor	Director
Primary Address:	American International Group, Inc. 70 Pine Street New York, New York 10270 (United States)

Officers

William N. Dooley	Chairman of the Board of Directors
Primary Address:	American International Group, Inc. 70 Pine Street New York, New York 10270 (United States)
William G. Farrell Jr.	President
Primary Address:	AIG Commercial Equipment Finance, Inc. 5700 Granite Parkway Suite 850 Plano, Texas 75024 (United States)
William G. Farrell Jr.	Chief Executive Officer
Primary Address:	AIG Commercial Equipment Finance, Inc. 5700 Granite Parkway Suite 850 Plano, Texas 75024 (United States)
Timothy S. Milazzo	Chief Financial Officer
Primary Address:	AIG Commercial Equipment Finance, Inc. 5700 Granite Parkway Suite 850 Plano, Texas 75024 (United States)
Elizabeth Margaret Tuck	Secretary
Primary Address:	American International Group, Inc. 70 Pine Street New York, New York 10270 (United States)
B. Andrew Fletcher	Assistant Secretary
Primary Address:	AIG Commercial Equipment Finance, Inc. 5700 Granite Parkway Suite 850 Plano, Texas 75024 (United States)

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Delaware

The First State

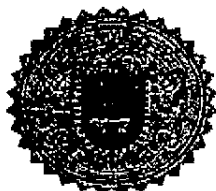
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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIG RAIL SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF MARCH, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AIG RAIL SERVICES, INC." WAS INCORPORATED ON THE SECOND DAY OF MARCH, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4588609

DATE: 03-14-06

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