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Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FL

**MERGER OR SHARE EXCHANGE  
RAILCAR CO. CORP**

Certificate of Status	0
Certified Copy	0
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March 31, 2022: 2nd fax transmission. Please use original submission date of March 29, 2022.

**A. RAMSEY**

APR - 1 2022

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STATE OF FLORIDA  
ARTICLES OF MERGER  
OF

RAIL VEHICLE SERVICES, LLC,

A LOUISIANA LIMITED LIABILITY COMPANY,

WITH AND INTO

RAILCAR CO. CORP.,

A FLORIDA CORPORATION

FILED  
2022 MAR 29 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RailCar Co. Corp, a Florida corporation (the "FL Corporation"), hereby delivers to the Florida Department of State's office for filing the following Articles of Merger in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes, for the merger of Rail Vehicle Services, LLC, a Louisiana limited liability company (the "LA Company"), with and into the FL Corporation. The FL Corporation shall be the surviving corporation.

1. A true copy of the Agreement/Plan of Merger is attached hereto as Exhibit A (the "Plan of Merger").

2. The Plan of Merger was approved by the LA Company in accordance with the Louisiana Limited Liability Company Law.

3. The Plan of Merger was approved by the FL Corporation in accordance with Sections 607.1105, 607.1101(b), and 607.1103, Florida Statutes.

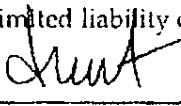
4. The Plan of Merger has been submitted to and approved by the sole member and manager of the LA Company as reflected on Exhibit A attached hereto.

5. The Plan of Merger has been submitted to and approved by the sole shareholder and director of the FL Corporation as reflected on Exhibit A attached hereto.

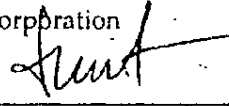
6. The effective date of the merger is upon filing.

IN WITNESS WHEREOF, these Articles of Merger have been executed on the 29th day of March 2022.

RAIL VEHICLE SERVICES, LLC,  
a Louisiana limited liability company

By:   
Daniel V. Militaru  
As its Manager

RAILCAR CO. CORP.,  
a Florida corporation

By:   
Daniel V. Militaru  
As its President

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**EXHIBIT A**

**AGREEMENT/PLAN OF MERGER  
OF RAIL VEHICLE SERVICES, LLC,  
A LOUISIANA LIMITED LIABILITY COMPANY,  
WITH AND INTO  
RAILCAR CO. CORP,  
A FLORIDA CORPORATION**

Rail Vehicle Services, LLC, a Louisiana limited liability company, and Rail Car Co. Corp, a Florida corporation, qualified in Louisiana as a foreign corporation, hereby adopt and approve the following plan as the Agreement of Merger required by Section 12:1358, Louisiana Revised Statutes, and the Plan of Merger required by Section 607.1103, Florida Statutes. The terms of the Agreement/Plan of Merger are as follows:

1. The names of the business entities planning to merge are Rail Vehicle Services, LLC, a Louisiana manager-managed limited liability company (the "LA Company"), and RailCar Co. Corp, a Florida corporation (the "FL Corporation"). As a result of the merger, the LA Company will be merged with and into the FL Corporation, the separate corporate existence of the LA Company will cease, and the FL Corporation will be the surviving entity (the "Merger").

2. The Merger will be effective upon filing (the "Effective Date").

3. As a result of the Merger, the sole membership interest in LA Company will be canceled. No change will occur in the shares of common stock of the FL Corporation.

4. The Merger is permitted under the respective laws of Louisiana and Florida.

5. On the Effective Date of the Merger, the effect of such Merger will be as provided in this Agreement/Plan of Merger and the applicable provisions of Title 12 of the Louisiana Revised Statutes, and the Florida Business Corporation Act, Chapter 607, of the Florida Statutes. Without limiting the generality of the foregoing, on the Effective Date of the Merger, all properties, rights, privileges, and powers of the LA Company will vest in the FL Corporation, as the surviving entity, and all liabilities and obligations of the LA Company will become the liabilities and obligations of the FL Corporation, as the surviving entity.

6. The Articles of Incorporation and the Bylaws of the FL Corporation, as the surviving entity in such Merger, will not differ from its Articles of Incorporation and Bylaws, in effect immediately prior to the Effective Date of the Merger.

7. Each person who is a director or officer of the FL Corporation immediately prior to the Effective Date of the Merger, will continue to be a director or officer of the FL Corporation, the surviving entity in such Merger, from and after the Effective Date of

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such Merger and will serve in such capacity until his respective successor(s) is/are duly elected or appointed, or until his death, resignation or removal.

8. This Agreement/Plan of Merger has been submitted to and approved by the member and manager of the LA Company. This Agreement/Plan of Merger has been submitted to and approved by the shareholder and director of the FL Corporation.

9. The member of the LA Company hereby waives any requirement of notice pursuant to the Louisiana Limited Liability Company Law. The member of the LA Company hereby waives any and all appraisal rights it may have in connection with the Merger under Louisiana law.

10. The shareholder of the FL Corporation hereby waives any requirement of notice pursuant to Section 607.1103(4), Florida Statutes. The shareholder of the FL Corporation hereby waives any and all appraisal rights it may have in connection with the Merger under Florida law.

11. The member and manager of the LA Company, and the shareholder and director of the FL Corporation, are hereby authorized to amend this Agreement/Plan of Merger at any time prior to the filing of the Certificate of Merger with the Louisiana Secretary of State's office, and prior to the filing of the Articles of Merger with the Florida Secretary of State's office, to the extent permitted by law.

12. There are no other terms or conditions to the Merger.

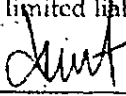
[Signatures appear on the following page.]

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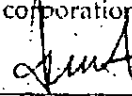
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This Agreement/Plan of Merger is adopted and approved the 29th day  
March 2022.

RAIL VEHICLE SERVICES, LLC,  
a Louisiana limited liability company

By:   
Daniel V. Militaru  
As its Manager

RAILCAR CO. CORP,  
a Florida corporation

By:   
Daniel V. Militaru  
As its President