

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
CIT RAIL LLC**

File Number W 108686

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Uniform Limited Liability Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: November 30, 2011



Ben Yursa

SECRETARY OF STATE

By

Paul K. Hittner



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

11 NOV 30 PM 4:00

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

CIT Rail LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: Delaware

4. The name and complete street address of the registered agent in Idaho is:

C T Corporation System

1111 West Jefferson, Suite 530, Boise, Idaho 83702

5. The street and mailing address of the limited liability company's principal office is:

1 CIT Drive, Livingston, NJ 07039

Street Address

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

c/o CT Corporation System, 1209 Orange Street, Wilmington, Delaware

Street Address

Mailing Address, if different

7. The name and mailing address of at least one member or manager:

SEE ATTACHED LIST

8. The mailing address for future correspondence:

1 CIT Drive, #2108-A, Livingston, NJ 07039

9. Signature of a manager, member or authorized person

Signature

Linda M. Seufert

Typed Name

Secretary of State use only

IDAHO SECRETARY OF STATE
11/30/2011 05:00
CK: 25668 CT: 20168 BH: 1299020
1 @ 100.00 = 100.00 REGFORGLLC # 2

W108686

CIT RAIL LLC

LIST OF MEMBERS AND MANAGERS

Member – 100%

CIT Bank

2180 South 1300 East, Suite 250

Salt Lake City, Utah 84106

Class I Managers/Board of Managers

Darren Berry

2180 South 1300 East, Suite 250

Salt Lake City, Utah 84106

George W. Janes

2180 South 1300 East, Suite 250

Salt Lake City, Utah 84106

Byron Pollan

2180 South 1300 East, Suite 250

Salt Lake City, Utah 84106

John T. Taylor

2180 South 1300 East, Suite 250

Salt Lake City, Utah 84106

Class II Managers

John T. Taylor

2180 South 1300 East, Suite 250

Salt Lake City, Utah 84106

Douglas Witte

1 CIT Drive

Livingston, NJ 07039

Kathleen Nassaney

1 CIT Drive

Livingston, NJ 07039

Linda Seufert

1 CIT Drive

Livingston, NJ 07039

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CIT RAIL LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF NOVEMBER, A.D. 2011.

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

5064778 8300

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9187330

DATE: 11-30-11