

F04000005965

OCT. 19. 2004 11:22 AM IONS CORPORATION SVC CO

NO. 780

P. 1 of 1

Florida Department of State  
Division of Corporations  
Public Access System

DEW

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000208495 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)205-0383

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

RECEIVED  
04 OCT 19 PM 12:25  
DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION  
VELOCITY EXPRESS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

RECEIVED  
2004 OCT 19 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Form with fields for Name, Address, and other details, mostly illegible.

Electronic Filing Menu Corporate Filing Public Access Help

H04000208495 3

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. Velocity Express, 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. 76-0424426 (FBI number, if applicable)

4. 11/2/93 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/08 (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 7801 Glenroy Road, Suite 200, Bloomington, MN (Principal office address)

Same as above (Current mailing address)

8. Courier/Logistic/Warehouse Services (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

(Registered agent's signature)

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:

SECRETARY OF STATE TALLAHASSEE FLORIDA 2004 OCT 19 11:22 AM

H04000208495 3

H04000208495 3

A. DIRECTORS

Chairman: See attached list.  
Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: See Attached List  
Address: \_\_\_\_\_  
\_\_\_\_\_

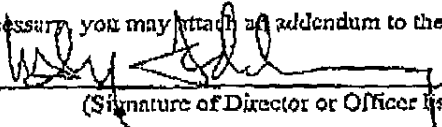
Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_  
Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_  
Address: \_\_\_\_\_

RECEIVED  
2004 OCT 19 AM 11:17  
SECRETARY SERVICE  
TALLAHASSEE, FLORIDA

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. Wesley C. Fredenburg Secretary  
(Typed or printed name and capacity of person signing application)

H040000000000

H04000208495 3

**VELOCITY EXPRESS, INC.  
DIRECTORS**

**Vincent A. Wasik**  
One Morningside Drive, Building B, Westport, CT 06880

**Wesley C. Fredenburg**  
7803 Glenroy Road, Suite 200, Bloomington, MN 55439

**Alexander L. Paluch**  
One Morningside Drive, Building B, Westport, CT 06880

**James G. Brown**  
200 Madison Avenue, New York, NY 10016

**Doug Hsieh**  
200 Madison Avenue, New York, NY 10016

**Leslie E. Grodd**  
One Morningside Drive, Building B, Westport, CT 06880

**Richard A. Kassar**  
One Morningside Drive, Building B, Westport, CT 06880

**John J. Perkins**  
One Morningside Drive, Building B, Westport, CT 06880

**OFFICERS**

**Vince Wasik**  
One Morningside Drive, Building B  
Westport, CT 06880

**CEO**

**Jeffrey Hendrickson**  
One Morningside Drive, Building B  
Westport, CT 06880

**President and Chief Operating Officer**

**Wesley Fredenburg**  
7803 Glenroy Road, Suite 200  
Bloomington, MN 55439

**Vice President, Secretary & General Counsel**

**James Lindvall**  
7803 Glenroy Road, Suite 200  
Bloomington, MN 55439

**Vice President and Assistant Secretary**

2004 OCT 19 AM 11:17  
SECRET  
FALLEN  
RECEIVED

H04000208495 3

H04000208495 3

# Delaware

PAGE 1

*The First State*

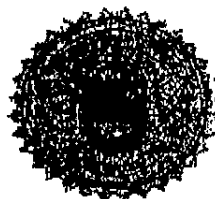
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VELOCITY EXPRESS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF OCTOBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VELOCITY EXPRESS, INC." WAS INCORPORATED ON THE SECOND DAY OF NOVEMBER, A.D. 1993.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

SECRETARY OF STATE  
TALLMANSSEAL BUILDING  
2004 OCT 19 AM 11:17  
FILED



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3414133

DATE: 10-15-04

2357757 8300

040746342

H04000208495 3