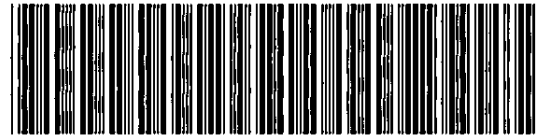


F04000005965



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AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

(Document Number)

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a Wolters Kluwer business

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1203 Governors Square Blvd.  
Tallahassee, FL 32301-2960

850 222 1092 tel  
850 222 7615 fax  
www.ctlegalsolutions.com

April 2, 2007

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 6888191 SO  
Customer Reference 1: Velocity Express COA  
Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

Velocity Express, Inc. (DE)  
Change of Agent  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jennifer Murphy  
Fulfillment Specialist  
jennifer.murphy@wolterskluwer.com

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

- 1. The name of the corporation: Velocity Express, Inc.
- 2. The principal office address: ONE MORNINGDALE DRIVE, WESTPORT CT 06880
- 3. The mailing address (if different): \_\_\_\_\_
- 4. Date of incorporation/qualification: 10/19/2004 Document number: EG4000025965
- 5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

CORPORATION SERVICE COMPANY  
1201 HAYS STREET / TALLAHASSEE FL 32301-2525

- 6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

C T Corporation System  
c/o C T Corporation System, 1200 South Pine Island Road  
 (P.O. Box NOT acceptable)  
Plantation, Florida 33324

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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The street address of its registered office and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

Charles W Meyer  
 (Signature of an officer or director)

Charles W. Meyer, Atty.-in-Fact  
 (Printed or typed name and title)

*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 obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.*

By: Charles W Meyer  
 (Signature of Registered Agent)

March 7, 2003  
 (Date)

If signing on behalf of an entity:

Charles W. Meyer  
 (Typed or Printed Name)

\*\*\* FILING FEE: \$35.00 \*\*\*

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE  
 MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314  
 CR2E045 (8/05)