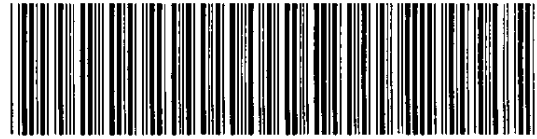


F04000005965



800155520058

RA
Change

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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09 MAY - 8 PM 12:07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2009 MAY - 8 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADR
5/8/09



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 984128 7267768
AUTHORIZATION : *[Handwritten Signature]*
COST LIMIT : \$ 35.00

ORDER DATE : May 6, 2009
ORDER TIME : 8:51 AM
ORDER NO. : 984128-034
CUSTOMER NO: 7267768

CHANGE OF AGENT

NAME: VELOCITY EXPRESS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX PLAIN STAMPED COPY

CONTACT PERSON: Matthew Young

EXAMINER'S INITIALS: _____

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 Morningside Drive North, Wesport, CT 06880
3. The mailing address (if different): 7803 Glenroy Road, Suite 101, Minneapolis, MN 55439
4. Date of incorporation/qualification: 10/19/2004 Document number: F04000005965
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324

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

Corporation Service Company
1201 Hays Street
(P.O. Box NOT acceptable)
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

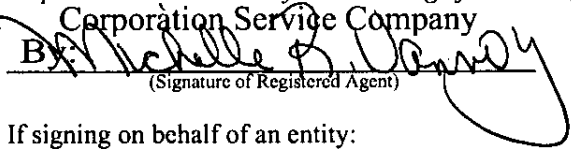
The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

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.


(Signature of an officer or director)

MARK T. CARLESIMO, Secretary
(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.

Corporation Service Company
BY: 
(Signature of Registered Agent)

5-6-09
(Date)

If signing on behalf of an entity:

Michelle R. Vannoy, Asst. VP
(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