

F 97000002304



ACCOUNT NO. : 072100000032

REFERENCE : 788838 7128618

AUTHORIZATION :

COST LIMIT :

Patricia Pignatelli

ORDER DATE : August 4, 2000

ORDER TIME : 4:40 PM

ORDER NO. : 788838-555

800003358818--9

CUSTOMER NO: 7128618

CUSTOMER: Ms. Tracy L. Downs
Corporate Express Delivery
Suite 250
11 Greenway Plaza
Houston, TX 77046

FOREIGN FILINGS

NAME: CORPORATE EXPRESS DELIVERY
LEASING - SOUTHEAST, INC.

PROFIT
 NON-PROFIT

CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Ta-Tanisha Green

*NK
8-17-00
MIS*

TALLAHASSEE FLORIDA

00 AUG 16 PM 4:58

FILED

DIVISION OF CORPORATION

00 AUG 16 AM 10:02

RECEIVED

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Corporate Express Delivery Leasing - Southeast, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware Incorporated under laws of
3. 5-14-97 Date authorized to do business in Florida.

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 7-13-2000
5. Velocity Express Leasing Southeast, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Tracy L. Downs
Signature

7-14-00
Date

Tracy L. Downs
Typed or printed name

Asst. Secretary
Title

FILED
00 AUG 16 PM 4:58
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CORPORATE EXPRESS DELIVERY LEASING - SOUTHEAST, INC.", CHANGING ITS NAME FROM "CORPORATE EXPRESS DELIVERY LEASING - SOUTHEAST, INC." TO "VELOCITY EXPRESS LEASING SOUTHEAST, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JULY, A.D. 2000, AT 9 O'CLOCK A.M.




Edward J. Freel, Secretary of State

2571039 8100

001408319

AUTHENTICATION: 0615785

DATE: 08-11-00

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF

CORPORATE EXPRESS DELIVERY LEASING - SOUTHEAST, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is CORPORATE EXPRESS DELIVERY LEASING - SOUTHEAST, INC.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article One thereof and by substituting in lieu of said Article One the following new Article One:

"Article One

The name of the corporation (hereinafter called the "Corporation") is
VELOCITY EXPRESS LEASING SOUTHEAST, INC."

3. The amendment of the certificate of incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on June 30, 2000.

CORPORATE EXPRESS DELIVERY
LEASING - SOUTHEAST, INC.

Attest:


Tracy L. Dows, Assistant Secretary

By: 
Vince Hannigan, Vice President