

F97000002567



ACCOUNT NO. : 072100000032

REFERENCE : 788838 7128618

AUTHORIZATION :

*Patricia Pizutek*

COST LIMIT : \$ 35.00

ORDER DATE : August 4, 2000

ORDER TIME : 4:13 PM

ORDER NO. : 788838-600

400003852754--6

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  
SYSTEMS - SOUTHEAST, INC.

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA  
00 AUG 10 PM 3:15

FILED

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Ta-tanisha Green

*NC  
8-10-00  
PJS*

RECEIVED  
00 AUG 10 PM 1:38  
DIVISION OF CORPORATION

**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 Systems - 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 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

**FILED**  
00 AUG 10 PM 3:15  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

*Tracy L. Downs*  
Signature

7-14-00  
Date

Tracy L. Downs  
Typed or printed name

Asst. Secretary  
Title

*State of Delaware*  
*Office of the Secretary of State*

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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 SYSTEMS - SOUTHEAST, INC.", CHANGING ITS NAME FROM "CORPORATE EXPRESS DELIVERY SYSTEMS - SOUTHEAST, INC." TO "VELOCITY EXPRESS SOUTHEAST, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JULY, A.D. 2000, AT 9 O'CLOCK A.M.---

2571042 8100  
001396648



*Edward J. Freel*  
0603647  
Edward J. Freel, Secretary of State

AUTHENTICATION: 08-07-00

DATE:

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

OF

CORPORATE EXPRESS DELIVERY SYSTEMS - SOUTHEAST, INC.

It is hereby certified that:

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

Attest:

  
Tracy L. Downs, Assistant Secretary

By:   
Vince Hammigan, Vice President