NO. 780

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Florida Department of State

Division of Corporations Public Access System

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Account Name

: CORPORATION SERVICE COMPANY

Account Number : 12000000195

: (850)521-1000

Phone

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FOREIGN PROFIT QUALIFICATION

VELOCITY EXPRESS, INC.

Certificate of Status	0
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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.

(if name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florid Delaware 3, 76-042426 (State or country under the law of which it is incorporated) 11/2/93 5. Perpetual (Dutation: Year corp. will cease to exist or "perpetual" (Dutation: Year corp. will cease to exist or "perpetual" (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability) 7803 Glanrey Road, Suite 200, Bloomington, MM (Principal office address) Courier/Logistic/Marchouse Sarvices (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) Name and street address of Florida registered agent; (P.O. Bex NOT acceptable) Name: Corporation Service Company flice Address: 1201 Hays Street Tallahassee (City) (Ci	(Enter name of c	express, Inc. orporation; must include "INCORPORATED orp." "Inc.," "Co." or "Corp.")	," "COMPANY," "CORPORATION	7
State or country under the law of which it is incorporated (PEI number, if applicable)	:			
(State or country under the law of which it is incorporated) 11/2/93 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual" 1/1/08 (Date of incorporation) (Date first transacted business in Florida, if prior to registration) (SEB SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability) 7803 Glenroy Road. Suite 200. Bloomington, NM (Principal office address) Same as above (Current mailing address) Courier/Logistic/Marchouse Sarvices (Purpose(3) of corporation authorized in home state or country to be carried out in state of Florida) Name and street address of Florida registered agent: (P.O. Box NOT acceptable) Name: Corporation Service Company Tice Address: 1201 Hays Street Tallahassee (City) (City) (Registered agent's acceptance: wring bean named as registered agent and to accept service of process for the above stated corporation at its signated in this application, I hereby accept the appointment as registered agent and agree to act in this capther agree to comply with the provisions of all statutes relative to the proper and complete performance of all am familiar with and accept the obligations of my position as registered agent.	(If name unavail	oble in Florida, enter alternate corporate name	adopted for the purpose of transacting	y business în Florida)
11/2/93 (Date of incorporation) (Date of incorporation) (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability) 7803 Gleracy Road, Suite 200, Bloomington, MN (Principal office address) Courier/Logistic/Marchouse Sarvices (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) Name and street address of Florida registered agent: (P.O. Box NOT acceptable) Name: Corporation Service Company (City)	Delaware	3.		
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Corporation Service Company	signated in this rther agree to t	application, I hereby accept the appoints omply with the provisions of all statutes t	ment as registered agent and agree relative to the proper and complete	e to act in this capacit
$\langle \mathcal{A} \rangle = \langle \mathcal{A} \rangle = \langle \mathcal{A} \rangle$		Corporation Service Company	,	
(Registered agent's signature)	-	Macha No Istuan		

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:

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A. DIRECTORS Chairman: Sec 9110 ched	Lirr.
Vice Chairman:	
Address:	
Director:	
Address:	
Address:	
Addross:	
Vice President:	
Address:	
Scoredary:	manufacture of the second seco
Address:	भिन्न क
Treasurer:	
Address:	
War and Shall	o me appression raing additional officers almost directors.
NOTE: If necessary you may breath an addendum to (Signature of Director or Office (A Wesley C. Fredenburg Secretary	er isted in number 12 of the application)

P. 06/07

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VELOCITY EXPRESS, INC. DIRECTORS

Vincent A. Wasik
One Morningside Drive, Building B, Westport, CT 66880

Wesley C. Fredenburg 7803 Glerroy 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

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

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

James Lindvall 7803 Glenroy Road, Suite 200 Bloomington, MN 55439 President and Chief Operating Officer

Vice President, Secretary & General Counsel-

Vice President and Assistant Secretary

CEO

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Delaware

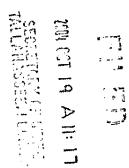
The First State

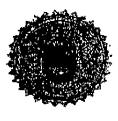
I, BARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VELOCITY EXPRESS, INC. " IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY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





·2357757 8300

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Harriec Smith Windson, Secretary, of State

AUTHENTICATION: 3414133

DATE: 10-15-04

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