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OCT. 19. 2004 11:22AM JAMES CORPORATION SVC CO

NO. 780

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION
VELOCITY EXPRESS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Form with fields for Name, Address, and other information, mostly illegible.

Electronic Filing Menu Corporate Filing Public Access Help

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDAIN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.1. Velocity Express, Inc.(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 76-0424426

(FBI number, if applicable)

4. 11/2/93

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/06(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)7. 7803 Glenroy Road, Suite 200, Bloomington, MN

(Principal office address)

Same as above

(Current mailing address)

8. Courier/Logistic/Warehouse Services

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)Name: Corporation Service CompanyOffice Address: 1201 Hays StreetTallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

Corporation Service Company

David D. Mudd
(Registered agent's signature)

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: See Attached List.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached List

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Wesley C. Fredenburg
(Signature of Director or Officer listed in number 12 of the application)

14. Wesley C. Fredenburg Secretary
(Typed or printed name and capacity of person signing application)

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**VELOCITY EXPRESS, INC.
DIRECTORS**

Vincent A. Wasik
One Morningside Drive, Building B, Westport, CT 06880

Wesley C. Fredenburg
7803 Glenroy 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. Kassir
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

CEO

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

President and Chief Operating Officer

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

Vice President, Secretary & General Counsel

James Lindvall
7803 Glenroy Road, Suite 200
Bloomington, MN 55439

Vice President and Assistant Secretary

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Delaware

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The First State

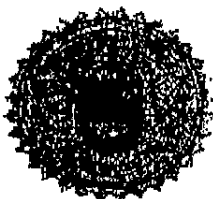
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VELOCITY EXPRESS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY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

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SECRETARY OF STATE
TALAMON



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3414133

DATE: 10-15-04

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