

Form PTO-1594
(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
United Shipping & Technology, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Velocity Express Corporation
Internal Address: _____
Street Address: 7803 Glenroy Road, Suite 200
City: Bloomington State: MN Zip: 55439

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 01/04/2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 75/981,199

Additional number(s) attached Yes No

B. Trademark Registration No.(s) _____

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Michael S. Sherrill
 Internal Address: Sherrill Law Offices

 Street Address: 4756 Banning Avenue, Suite 212

 City: White Bear Lake State: MN Zip: 55110

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 19-2020

DO NOT USE THIS SPACE

9. Signature.
 Michael S. Sherrill
 Name of Person Signing

M. Sherrill
 Signature

10 Sep 02
 Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"UNITED SHIPPING & TECHNOLOGY, INC.", A UTAH CORPORATION, WITH AND INTO "VELOCITY EXPRESS CORPORATION" UNDER THE NAME OF "VELOCITY EXPRESS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF JANUARY, A.D. 2002, AT 6 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1541893

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DATE: 0 TRADEMARK

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HARDS, LAYTON & FINGER#7

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 06:00 PM 01/04/2002
02000774 = 3464515

**CERTIFICATE OF MERGER
OF
UNITED SHIPPING & TECHNOLOGY, INC.
(a Utah corporation)
into
VELOCITY EXPRESS CORPORATION
(a Delaware corporation)**

The undersigned corporation, organized and existing under the General Corporation Law of the State of Delaware, does hereby certify that:

1. United Shipping & Technology, Inc. ("United Shipping") is a corporation organized and existing under the laws of the State of Utah.
2. Velocity Express Corporation ("Velocity") is a corporation organized and existing under the laws of the State of Delaware.
3. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with Section 252 of the General Corporation Law of the State of Delaware.
4. The name of the surviving corporation is Velocity Express Corporation.
5. The certificate of incorporation of Velocity as in effect on the date of the merger shall be the certificate of incorporation of the surviving corporation.
6. The executed Agreement and Plan of Merger is on file at the principal place of business of Velocity at 7803 Glenroy Road, Suite 200, Bloomington, Minnesota 55439. A copy of the Agreement and Plan of Merger will be furnished by Velocity upon request and without cost, to any stockholder of Velocity or shareholder of United Shipping.
7. The authorized capital stock of United Shipping & Technology is 200,000,000 shares. The issued and outstanding capital stock of United Shipping is as follows: 17,371,399 shares of Common Stock, par value \$0.004 per share, 2,806,797 shares of Series B Convertible Preferred Stock, par value \$0.004 per value per share, 2,000,000 shares of Series C Convertible Preferred Stock, par value \$0.004 per value per share, 1,894,373 shares of Series D Convertible Preferred Stock, par value \$0.004 per share and 1,072,722 shares of Series F Convertible Preferred Stock, par value \$0.004 per share.
8. This Certificate of Merger shall become effective on January 4th 2002.

ARDS, LEYTON & FINGER#7

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IN WITNESS WHEREOF, the surviving corporation has caused this certificate to be executed as of the 4th day of January, 2002.

VELOCITY EXPRESS CORPORATION

Wesley C. Fredenburg
Secretary

By: Wesley Fredenburg
Office: Secretary

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

CERTIFICATE OF TRANSMISSION BY FACSIMILE UNDER 37 CFR 1.8			Docket No. USP019USTM03
Serial No. 75/981,199	Filing Date June 2, 1999	Examiner Caroline S. West	Law Office 107
Appellant:	United Shipping & Technology, Inc.		
Mark:	I-COURIER		

I hereby certify that this Recordation Form Cover Sheet (1 page) and Merger document (3 pages) are being facsimile transmitted to the United States Patent and Trademark Office (Fax No. (703) 306-5995) on **September 10, 2002**.

Tara M. Harrington
Tara M. Harrington