

04-30-2003



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

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DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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 and Technology, Inc.

4-28-03

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 01/04/2002

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,888,206

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Sherrill Law Offices, PLLC

Internal Address:

Street Address: 4756 Banning Avenue, Suite 212

City: White Bear Lake State: MN Zip: 55110

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40

- 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

Signature

21 Apr 03 Date

Total number of pages including cover sheet, attachments, and document: 4

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FC:8521

40.00 PP

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

TRADEMARK REEL: 002720 FRAME: 0950

**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: 17,271,399 shares of Common Stock, par value \$0.004 per share, 2,806,797 shares of Series B Convertible Preferred Stock, par value \$0.004 par value per share, 2,000,000 shares of Series C Convertible Preferred Stock, par value \$0.004 par value per share, 1,894,873 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.

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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 C. Fredenburg
Office: Secretary

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Delaware

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The First State

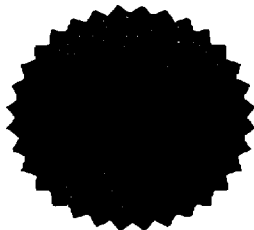
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"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.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1541893

DATE: 01-04-02

RECORDED: 04/28/2003

TRADEMARK
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