

04-01-2003

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

3-27-03

RECORDATION FORM COVER S TRADEMARKS ONI



102405284

Tab settings

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

1. Name of conveying party(ies): Silver State Vending Corp.
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: Pony Express U.S.A., Inc.
Internal Address: Third Floor
Street Address: 5295 Town Center Road
City: Boca Raton State: Florida Zip: 33486
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Nevada
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: August 8, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1,011,218; 708,532; 1,011,950;
1,688,056; 2,027,500; 2,356,630
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Mark J. Rosenberg, Esq.
Internal Address: Amster, Rothstein & Ebenstein
Street Address: 90 Park Avenue
City: New York State: NY Zip: 10016

6. Total number of applications and registrations involved: 6
7. Total fee (37 CFR 3.41): \$ 240.00
Enclosed Previously submitted
Authorized to be charged to deposit account
8. Deposit account number: 01-1785
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Mark J. Rosenberg Name of Person Signing
Signature
March 27, 2003 Date

03/31/2001 DRYRNE 00000041 011785 1011218

Total number of pages including cover sheet, attachments, and document: 6

01 FC:4521 40.00 CH
02 FC:8522 125.00 CH

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

11-13-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



102281193

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

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

1. Name of conveying party(ies): Silver State Vending Corp.

- 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: Pony Express U.S.A., Inc.

Internal Address: Third Floor

Street Address: 5295 Town Center Road

City: Boca Raton State: Florida Zip: 33486

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Nevada 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: October, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,011,218; 708,532; 1,011,950; 1,688,056; 2,027,500; 2,356,630

Additional number(s) attached Yes No

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

Name: Mark J. Rosenberg, Esq.

Internal Address: Amster, Rothstein & Ebenstein

Street Address: 90 Park Avenue

City: New York, State: NY Zip: 10016

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41) \$ 240.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

01-1785

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Peter Ticktin

Name of Person Signing

Signature

Signature

October 20, 2002

Date

Total number of pages including cover sheet, attachments, and document: 6

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

11/12/2002 TBIAZ1 00000035 1011216

01 FC:8521 02 FC:8522

40.00 GP 125.00 GP

11/12/2002 TBIAZ1 00000035 1011216 Name: 011785 Fee: 240.00

TRADEMARK

REEL: 002702 FRAME: 0581

FILED # C 20511-96

ARTICLES OF AMENDMENT
OF
SILVER STATE VENDING CORPORATION

AUG 21 2002

IN THE OFFICE OF
Dean Heller
DEAN HELLER, SECRETARY OF STATE

1. The name of the Corporation is Silver State Vending Corporation (the "Corporation").

2. Article I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

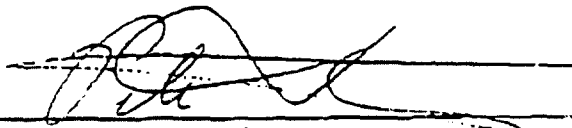
The Name of the Company shall be Pony Express U.S.A., Inc.

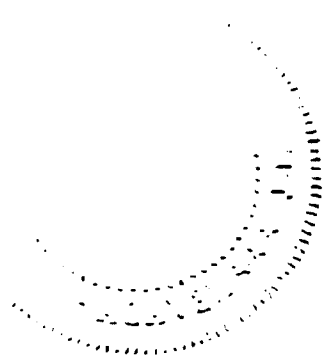
3. Article VI of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

The total number of shares of Common Stock which this Corporation is authorized to issue is 100,000,000 shares at \$.001 par value per share.

4. The foregoing amendments were adopted by all of the Directors and a majority of the Stockholders of the Corporation eligible to vote by a Written Consent signed by them on June 30, 2002, manifesting their intention that these amendments to the Articles of Incorporation be adopted, pursuant to Section 78.385, Nevada Statutes. The number of votes cast for the amendment was sufficient for approval by the Stockholder(s).

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 8th day of August, 2002.


Peter Ticktin, President



08/13/2002 01:11 PM RHT/CR 1 033 482 1.00

**FLORIDA DEPARTMENT OF STATE****Jim Smith**
Secretary of State

September 30, 2002

Marsha L. Sieber
Pony Express U.S.A., Inc.
5295 Town Center Road, 3rd Floor
Boca Raton, FL 33486-1003

Re: Document Number F02000000797

The Amendment to the Application of a Foreign Corporation for **SILVER STATE VENDING CORPORATION** which changed its name to **PONY EXPRESS U.S.A., INC.**, a Nevada corporation authorized to transact business in Florida, was filed on September 30, 2002.

The certification you requested is enclosed.

Should you have any questions regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Annette Ramsey
Document Specialist
Division of Corporations

Letter Number: 502A00055053

State of Florida



Department of State

I certify from the records of this office that PONY EXPRESS U.S.A., INC., is a corporation organized under the laws of Nevada, authorized to transact business in the State of Florida, qualified on February 13, 2002.

The document number of this corporation is F02000000797.

I further certify that said corporation has paid all fees due this office through December 31, 2002, and its status is active.

I further certify that said corporation has not filed a Certificate of Withdrawal.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Thirtieth day of September, 2002



CR2EO22 (7-02)

Jim Smith

Jim Smith
Secretary of State

State of Florida



Department of State

I certify the attached is a true and correct copy of the Amendment to the Application of a Foreign Corporation, filed on September 30, 2002, for SILVER STATE VENDING CORPORATION which changed its name to PONY EXPRESS U.S.A., INC., a Nevada corporation authorized to transact business in Florida, as shown by the records of this office.

The document number of this corporation is F02000000797.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capitol, this the Thirtieth day of September, 2002



CR2EO22 (7-02)

Jim Smith

Jim Smith
Secretary of State

TRADEMARK

REEL: 002702 FRAME: 0585

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.)

FILED
SEP 30 PM 3 04
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

F02000000797

(Document number of corporation (if known))

1. Silver State Vending Corporation
(Name of corporation as it appears on the records of the Department of State)

2. Nevada 3. February 13, 2002
(Incorporated under laws of) (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? August 21, 2002


5. Pony Express U.S.A., 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)



(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Peter Ticktin
(Typed or printed name)

September 27, 2002
(Date)

CEO / Chairman
(Title)