

F02000000797

TRANSMITTAL LETTER

02 SEP 30 PM 3:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Amendment Section
Division of Corporations

SUBJECT: Silver State Vending Corporation
(Name of corporation)

DOCUMENT NUMBER: F02000000797

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Peter Ticktin, CEO / Chairman
(Name of person)

Pony Express U.S.A., Inc.
(Name of firm/company)

5295 Town Center Road, 3rd Floor
(Address)

Boca Raton, Florida 33486-1003
(City/state and zip code)

For further information concerning this matter, please call:

Peter Ticktin at (561) 862-4900
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



^{61.25}
~~\$52.50~~ Filing Fee,
Certificate of Status &
Certified Copies
2 (Additional copies are
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

APR
9/30/02

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.)

SECTION I
(1-3 MUST BE COMPLETED)

F02000000797

(Document number of corporation (if known))

FILED
02 SEP 30 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Silver State Vending Corporation

(Name of corporation as it appears on the records of the Department of State)

2. Nevada

(Incorporated under laws of)

3. February 13, 2002

(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.

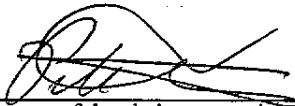
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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)

FILED # C 20511-96

AUG 21 2002

ARTICLES OF AMENDMENT
OF
SILVER STATE VENDING CORPORATION

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 Tickin, President

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SEP 30 PM 3:24
SILVER STATE
TALLAHASSEE, FLORIDA

08/21/2002 09:14:49 ART:111 100-001-01401