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295027

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January 2, 2004

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Victorium Corporation/Cook's Cafe Sandwich Stop, Inc.

Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Merger Between Victorium Corporation and Cook's Cafe Sandwich Stop, Inc. together with a check in the amount of \$35.00 in payment of your file.

Please file these Articles of Merger and provide us with the date said merger was approved.

Very sincerely yours,
BAUER & FIEDLER, P.A.



Kirk T. Bauer

KTB:mh
Enclosure



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 10, 2004

KIRK T. BAUER
BAUER & FIEDLER, P.A.
P.O. BOX 459
DELAND, FL 32721-0459

SUBJECT: VICTORIUM CORPORATION
Ref. Number: 295027

We have received your document for VICTORIUM CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

Letter Number: 304A00001812

**ARTICLES OF MERGER BETWEEN
VICTORIUM CORPORATION
AND
COOK'S CAFÉ SANDWICH STOP, INC.**

FILED
04 JAN 20 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105, Florida Statutes, Victorium Corporation, a Florida corporation ("Victorium"), and Cook's Café Sandwich Stop, Inc., a Florida Corporation, ("Cook's") adopt the following Articles of Merger for the purpose of merging Cook's into Victorium, the latter of which is to survive the merger.

ARTICLE I

The name, address of principal office, jurisdiction, entity type, Florida registration number, and FEI number for each **merging** party is as follows:

Name and Street Address

Cook's Café Sandwich Stop, Inc.
101 North Woodland Boulevard, Suite 106
Deland, FL 32720

Jurisdiction and Document Number

Florida, 96000000555

Entity Type and FEI Number

Corporation, 59-3357400

The name, address of principal office, jurisdiction, entity type, Florida registration number, and FEI number for each **surviving** party is as follows:

Name and Street Address – Surviving Company

Victorium Corporation
1425 Blackwelder Road
Deleon Springs, FL 32130

Jurisdiction and Document Number

Florida, 295027

Entity Type and FEI Number

Corporation, 59-1100198

ARTICLE II

The surviving party shall be Victorium Corporation.

ARTICLE III

The attached Plan of Merger meets the requirements of section 607.1101, Florida Statutes, and was adopted by the shareholders of Victorium (surviving corporation) on December 31, 2003 and by the shareholders of Cook's (merging corporation) on December 31, 2003 in accordance with Chapter 607, Florida Statutes.

ARTICLE IV

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Articles of Incorporation of Victorium or Cook's.

ARTICLE V

The effective date of the merger shall be as of 12:01 a.m. on January 1, 2004.

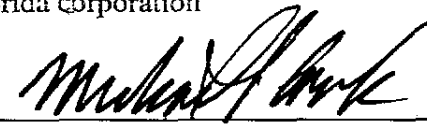
IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 31st day of December 2003.

VICTORIUM CORPORATION, a Florida
corporation



By: Michael J. Cook
Its: President

COOK'S CAFÉ SANDWICH STOP, INC., a
Florida corporation



By: Michael J. Cook
Its: President

Exhibit "A"

**PLAN OF MERGER BETWEEN
VICTORIUM CORPORATION
AND
COOK'S CAFÉ SANDWICH STOP, INC.**

The following Plan of Merger, which was adopted and approved by Victorium Corporation, a Florida corporation ("Surviving Corporation") and Cook's Café Sandwich Stop, Inc., a Florida corporation ("Cook's"), is being submitted in accordance with section 607.1101, Florida Statutes.

1. The name and jurisdiction of each merging party are as follows:

Victorium Corporation, a Florida corporation

Cook's Café Sandwich Stop, Inc., a Florida corporation

2. The name of the surviving party is:

Victorium Corporation, a Florida corporation

3. On the effective date of the merger, the general terms and conditions of the merger are: (i) the separate existence of Cook's shall cease and Cook's shall be merged with and into Surviving Corporation, (ii) the Articles of Incorporation of Surviving Corporation in effect immediately prior to the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation, (iii) the Bylaws of the Surviving Corporation in effect immediately prior to the effective date of the merger shall be the Bylaws of the Surviving Corporation, and (iv) the Federal Employer Identification Number ("FEI") assigned to the Surviving Corporation shall remain the FEI used for the Surviving Corporation.

4. The manner and basis of merger and liquidation of Cook's and the Surviving Corporation is as follows: As of the effective date of the merger, the shares held by Michael J. Cook in Cook's shall be transferred and contributed as capital to the Surviving Corporation. Cook's shall thereafter be merged with Surviving Corporation. The merger shall be in accordance with the Merger Agreement dated December 31, 2003 by and between Victorium Corporation, Cook's, Michael J. Cook and Star H. Cook.