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Effective Date 06/20/2007

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE MAIL ARTICLES BACK
TO:

MEREDITH ALLEN HERNANDEZ
955 CROTON RD
MELBOURNE, FL 32935

Effective Date

06/20/2007

**ARTICLES OF INCORPORATION
OF
CALLIELOU, INC.**

FILED

2007 JUN 18 PM 2:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, effective June 20, 2007.

ARTICLE I

The name of this corporation is CALLIELOU, INC.

ARTICLE II

The general nature of this business to be transacted by this corporation is drop ship online retail sales of gifts and personal items and related services.

1. To engage in any activity or business permitted under the laws of the United States and of this state.
2. To the same extent as a natural person might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary convenient, or appropriate for any of the purposes herein expressed.
3. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in and deal in and with, goods, wares, merchandise, real and personal property and services of every class, kind and description, now or hereafter permitted by law.
4. To conduct business in, have one or more offices in, and to buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and all other states and countries.
5. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, or other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.
6. To purchase the corporation assets of any other corporation and engage in the same or other character of business.
7. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, and any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.
8. To exercise all the powers now granted to this type of corporation under Florida Law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers and is hereby expressly provided that the foregoing enumeration of specific power shall not be held to limit or to restrict in any manner the powers of this corporation.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares of \$1.00 par value common stock which may be issued under Section 1244 of the Internal Revenue Code, allowing a limited ordinary loss to individuals on stock of a Small Business Corporation.

ARTICLE IV

This corporation is to exist perpetually. The corporation existence is to commence upon incorporation.

ARTICLE V

The amount of capital with which this corporation will begin business is One Hundred Dollars and no/100--(\$100.00). Stock ownership is to be as follows:

VIVIAN A. JASTRUBO - 100%

ARTICLE VI

The initial address of the principal and registered office of this corporation in the State of Florida is 955 Croton Road, Melbourne, Florida 32935.

The initial Registered Agent of this corporation is Meredith Allen Hernandez.

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

This corporation shall have 1 director (s) initially. The number of directors may be increased from time to time by By-Law adopted by the Stockholders. The number may also decrease to one (1). The officers shall consist of:

Vivian A. Jastrubo	President
Vivian A. Jastrubo	Vice President
Vivian A. Jastrubo	Secretary
Vivian A. Jastrubo	Treasurer

ARTICLE VIII

The names and addresses of the members of the first Board of Directors are:

Vivian A. Jastrubo
955 Croton Road
Melbourne, Florida 32935

ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation, may serve at any time, have served as directors and officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be creditor, and their respective heirs, personal representatives, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties or a part, or which may be asserted against them or any of them, by reason of being or having been directors or officers or as a director or officer of the corporation or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action suit, or proceeding to be liable for own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of Stockholder, or otherwise.

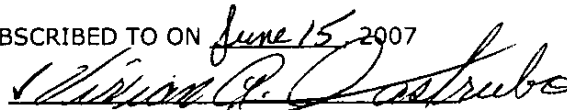
ARTICLE X

The address of the subscriber to these Articles of Incorporation is:

955 Croton Road
Melbourne, Florida 32935

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of stock entitled to vote thereon.

THESE ARTICLES OF INCORPORATION ARE SUBSCRIBED TO ON June 15, 2007
A.D. BY:


VIVIAN A. JASTRUBO

STATE OF FLORIDA
COUNTY OF BREVARD

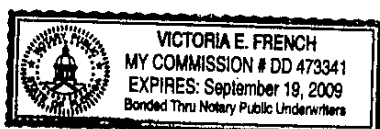
I hereby certify that on this day, before me, a Notary Public authorized in the State and County named above to take acknowledgements, personally appeared VIVIAN A. JASTRUBO to me well known or known to me to be the person described as subscribers in and who executed the foregoing Articles of Incorporation.

WITNESS, my hand and seal in the County and State named above, this 15th day of June, 2007.



Notary Public, State of Florida at Large

My Commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

CALLIELOU, INC.

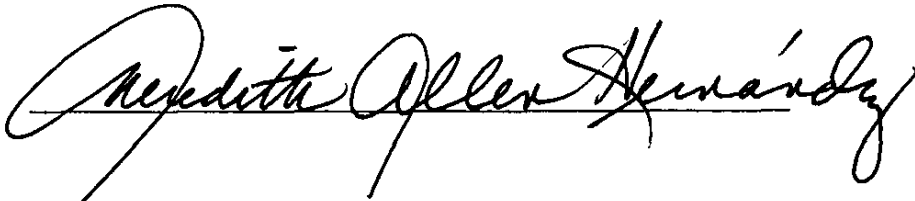
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

MEREDITH ALLEN HERNANDEZ

Desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 955 Croton Road, Melbourne, State of Florida, has named Meredith Allen Hernandez, County of Brevard, State of Florida, as its registered agent to accept due process.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate. I hereby accept such designation and agree to act in this capacity, and further agree to comply with the provision of said Act relative to keeping said office open.


MEREDITH ALLEN HERNANDEZ