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Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : ACE INDUSTRIES, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

E-TRAVELEADERS, INC.

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09-30-03

H03-286084

ARTICLES OF INCORPORATION
OF
E-TRAVELEADERS, INC.

The undersigned natural person of the age of eighteen years or more, acting as the incorporator of a Florida corporation in compliance with Chapter 607 and/or Chapter 621, F.S. (Profit) hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of this corporation is:

e-TravelLeaders, Inc.

ARTICLE II

Principal Office

1701 Ponce de Leon Blvd., Coral Gables, FL 33134

ARTICLE III

Purposes

The purpose of purposes for which this corporation is organized are:

- A. To engage in the business of e-commerce, providing travel related services.
- B. To engage in any other lawful act or activity for which corporation may be organized under the State of Florida.

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ARTICLES OF INCORPORATION OF E-TRAVELEADERS, INC. (continued)

ARTICLE IV

Shares

The amount of the total authorized capital stock of the Corporation shall be One Hundred Million (100,000,000) shares of common stock with a \$0.0001 par value.

ARTICLE V

Initial Officers and/or Directors

The number of directors constituting the initial Board of Directors of this corporation is three. The names and addresses of persons who are to serve as directors until the first annual meeting of shareholders, or until successors are elected and qualify, are:

Mr. Keith St. Clair
Chairman of the Board
c/o TraveLeaders
1627 Ponce de Leon Blvd.
Coral Gables, FL 33134

Mr. Douglas A. Lawrence, Member of the Board
c/o TraveLeaders
1627 Ponce de Leon Blvd.
Coral Gables, FL 33134

Mr. St. Clair will also serve as Chief Executive Officer, Treasurer and Corporate Secretary.

ARTICLE IV

Registered Agent

The name of the corporation's original registered agent and the address of its initial registered office are:

Keith St. Clair
e-TraveLeaders, Inc
1701 Ponce de Leon Blvd.
Coral Gables, FL 33134

ARTICLES OF INCORPORATION OF E-TRAVELEADERS, INC. (continued)

ARTICLE VII

Incorporator

The name of the corporation's incorporator and his address are:

Keith St. Clair
e-Travelers, Inc
1701 Ponce de Leon Blvd.
Coral Gables, FL 33134

ARTICLE VIII

Amendment

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

ARTICLE IX

Shareholder Rights

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Shareholders shall ~~not~~ have pre-emptive rights to acquire un-issued shares of stock of this corporation. Nor shall shareholders be entitled to vote cumulatively for directors of the corporation.

ARTICLE X

Duration

The duration of this corporation is perpetual.


ARTICLES OF INCORPORATION OF E-TRAVELEADERS, INC. (continued)

ARTICLE XI

Common Directors – Transactions Between Corporation


No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of (a) such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transaction.



Keith St. Clair, Incorporator
September 29, 2003

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Keith St. Clair, Registered Agent
September 29, 2003