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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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08-07-06

TRANSMITTAL LETTER
WILLIAM W. FERNANDEZ
Attorney at Law
250 Panama Rd E
Winter Springs, FL 32708-3516

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

SUBJECT: X² PONENT, Inc. & CARMON, Sense, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00/each ☐ \$78.75
Filing Fee Filing Fee
#140.00 total & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
& Certificate of Status
ADDITIONAL COPY REQUIRED

FROM:

William W. Fernandez
WILLIAM W. FERNANDEZ
Attorney at Law
250 Panama Rd E
Winter Springs, FL 32708-3516
Address

Ph. 407-696-5178
City, State & Zip

Cell 407-625-5294
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION FOR
X2Ponent, Inc.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these **Articles of Incorporation**, a natural person competent to contract, hereby forms a corporation under the laws of the **State of Florida**.

ARTICLE I (Name and Address)

Section 1: The name of this corporation shall be **X2Ponent, Inc.**

Section 2: Address. The mailing address and physical location of the corporation shall be on file in the Office of the Secretary of the State of Florida, Division of Corporations, in Tallahassee, FL. as listed in the most recent Uniform Business Report. The initial street address for filing purposes and its principal place of business shall be at: 520 North Orlando Avenue, Suite 58, Winter Park, Florida 32789-7317 USA, but it may establish branch offices at any other points deemed advisable by its Board of Directors.

ARTICLE II (Purpose and Powers)

SECTION 1: Purposes. The purpose or purposes for which the corporation is organized is to own and operate educational service establishments; the land any such businesses are located on and all equipment necessary and in support of such companies, including vehicles of all kinds and descriptions. This corporation shall also be for any and all lawful purposes allowed by the laws of the United States and the State of Florida and to otherwise engage or transact in any and all lawful activities or business and to do everything necessary, proper, advisable, or convenient for the accomplishment of these purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by any other law, or by these Articles of Incorporation, and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the State, territory, district, or possession of the United States, or by the foreign country.

SECTION 2: Corporate Powers. This corporation shall have all powers allowed by the laws of the United States and the State of Florida for such a corporation, including those allowed any individual or legal entity doing such business.

ARTICLE III (Corporate Administration and Existence)

SECTION 1: Administration. **X2Ponent, Inc.** is governed by an Officer(s) and a Board of Director(s) consisting of one or more members. The Board meets as often as deemed necessary and may be called to a meeting by the President, who is the Chairperson of the Board.

SECTION 2: Officer(s). The term of office, manner of election, duties, and manner of replacement of the Officer(s) of **X2Ponent, Inc.** is specified in the By Laws.

SECTION 3: Committees. The President appoints the Chairperson and members of all committees deemed necessary by the Board, subject to the Boards' consent and final approval. The Board retains authority to add or remove committee members. All committees report to the President and the Board.

SECTION 4: This Corporation shall have perpetual existence.

SECTION 5: The Shareholder(s) shall meet to adopt By-Laws and until officer(s)/agent(s) or their successors shall have been elected or appointed and qualified, the business of the corporation shall be conducted by Sandra A. Tucker, 520 North Orange Avenue, Suite 58, Winter Park, Florida 32789-7317 USA.

ARTICLE IV (Officers, Directors and Elections)

SECTION 1: Terms and Manner of Election of Officer(s) and Director(s). A President, Secretary and/or Treasurer shall conduct the business of the corporation, and a Board of Directors of one (1) or more members; but the number of Directors may be increased or decreased from time to time by the By-Laws of the company or by resolution of the Stockholders at any annual or special meeting. Other offices may, in the same manner, be abolished or created, established and filled. Any number of such offices may be held and filled by one person. The Shareholders shall elect all officers. The term of office, manner of election, duties, and manner of replacement of Officers and Directors and their successors is set forth in the By Laws.

SECTION 2: Date/Voting by Shareholders Only shareholders in good standing are entitled to participate in meetings or to vote on matters or candidates. The method, manner and dates for meetings and voting shall be specified in the By-Laws. Any Director(s) shall be elected by the Stockholder(s) at each annual meeting of the Stockholders which shall be held on the third Wednesday in the first month immediately following the tax year of the corporation, but the date of such annual meeting may be changed by the By-Laws or by Resolution adopted at any meeting of the Stockholder(s) at any annual or special meeting.

ARTICLE V (Amendments)

SECTION 1: Charter Amendment. These Articles of Incorporation may be amended in the manner provided by law by a 66% vote of approval by the stockholder(s) in attendance at any shareholder meeting or who voted by mail, facsimile, phone or other verifiable method which is subject to authentication before or at such meeting, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. The amendment must be submitted for approval at least one month in advance of any vote. Any member in good standing may propose an amendment which must be submitted to an officer in writing. This officer will cause such amendment to be circulated to any other officer(s) and the Board of Directors at least one month in advance of any vote on the amendment. Amendments shall take effect after filing with the Office of the Secretary of State of Florida, Division of Corporations, in Tallahassee, Florida.

SECTION 2: By-Law Amendment. Amendments to the By-Laws may be approved by the board members in attendance at any meeting or who voted by mail, facsimile, phone or other verifiable method which is subject to authentication before or at the meeting. The amendment must be submitted for approval in advance of any vote. Any board member in good standing may propose an amendment which must be submitted in writing. The President will cause such amendment to be presented at the next board meeting. Amendments shall take effect immediately after approval.

ARTICLE VI (Capitol Stock)

The initial number of shares of stock that are authorized to be issued and outstanding is one thousand (1,000) shares of capital stock. All stock shall be non-assessable, payable in lawful money of the United States of America, or in property, labor, or services at a just valuation to be

fixed by the Shareholder(s) of the corporation at the organizational meeting held after the granting of the charter for this corporation. The capital stock of the corporation shall be sold, signed, issued and transferred only in accordance with the By-Laws.

ARTICLE VII (Stock Restriction Agreements)

All of the issued and outstanding shares of the Corporation may be made subject to restrictions on their transferability or other restrictions by Agreement between the holder(s) of such shares of the Corporation, in the event that there shall be more than one Shareholder and the Shareholders so agree. In the event that such an Agreement is created, a copy of such Agreement shall be kept on file with the Secretary of the Corporation, and shall be subject to inspection by Stockholders of record of the Corporation at reasonable times and upon reasonable notice.

ARTICLE VIII (Indemnification)

SECTION 1: The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he was or is a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the Corporation to procure a judgment in its favor, no indemnification shall be made in respect to any claim, issue, or matter as to which such person is adjudged liable for one or more of intentional tort, negligence, or misconduct in the performance or non-performance of his duty to the Corporation unless, and only to the extent that, the Court in which such action or suit was brought determines, on application that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, or its equivalent, shall not in itself create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

SECTION 2: The Corporation may also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in the defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent meet any appropriate standard of conduct.

SECTION 3: The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

SECTION 4: In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful or intentional misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

SECTION 5: If any expense or other amounts are paid by way of indemnification, otherwise than by Court order or action by the Stockholders, the Corporation shall, not later than the time of delivery to the Stockholders of written notice of the next annual meeting, unless such meeting is held within 30 days from the date of such payment, and, in any event, within 60 days from the date of such payment, delivered by mail to each Stockholder of record, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or a threatened litigation.

ARTICLE IX (Preemptive Rights)

The Shareholder(s) of the corporation shall have preemptive rights and shall have the right to maintain their percentage ownership of stock for any newly authorized and issued stock of the Corporation on the same terms and conditions as offered to new Shareholders.

ARTICLE X (Incorporator)

The name and address of the subscriber to the capital stock is: **William W. Fernandez, J. D.**, 250 East Panama Road, Winter Springs, Florida 32708-3516 USA.

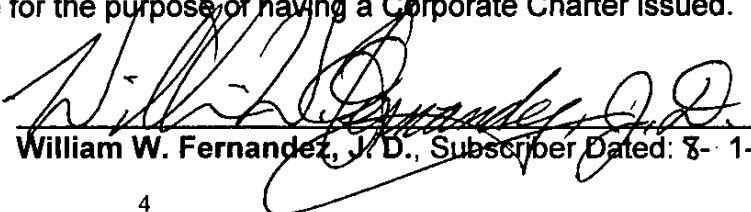
ARTICLE XI (Registered Agent)

This corporation desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the **Articles of Incorporation**, has pursuant to Chapter 48.091 & 607.0501, Florida Statutes, named **William W. Fernandez, J. D.**, 250 East Panama Road, Winter Springs, Florida 32708-3516 USA, as its agent to accept service of process within the State. Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, and being familiar with the obligations of a registered agent, I hereby agree to act in this capacity and agree to comply with the provisions of this Act relative to keeping open my office.


William W. Fernandez, J. D., Registered Agent, 8-1-2006

ARTICLE XII (Subscriber)

The undersigned, being the original subscriber of the capital stock of **X2Ponent, Inc.**, hereby makes and files these Articles of Incorporation, declaring and certifying that the facts herein stated are true and that this certificate is made for the purpose of having a Corporate Charter issued.


William W. Fernandez, J. D., Subscriber Dated: 8-1-2006