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April 13<sup>th</sup>, 2010 Issuer Services  
Pink OTC Markets  
304 Hudson Street, Second Floor,  
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Also fax transmission to Pink OTC Markets' Issuer Services at 212-652-5920

*Re: Opinion letter re Company Full Disclosure.*

Gentlemen,

Please be advised that we have been retained by EMAX Worldwide, Inc. (trading symbol EMXC), a Utah Corporation, to provide this opinion letter to you. In connection therewith, the Pink OTC Markets, Inc. (hereinafter Pink OTC Markets) is entitled to rely on the contents of this letter in determining whether the Issuer has made adequate current Information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933.

Pink OTC Markets Inc. has full and complete permission and rights to publish this letter with Pink Sheets News Service for viewing by the general public and regulators but no person other than Pink OTC Markets Inc. may rely upon said Opinion in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Securities Act of 1933.

The information contained in the [Initial Company Information and Disclosure Statement](#) - Issuers Disclosure Statement, received by Pink OTC Markets Inc. on April 12, 2010, constitutes "adequate current public information" concerning the Securities and the Issuer and "is available" within the meaning of Rule 144(c)(2) under the Securities Act. It includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the securities under Rule 15c2-11 under the Securities Exchange Act of 1934 and complies as to form with the Pink Sheet Guidelines for Providing Adequate Current Information which are located at [www. Pinksheets.com.otc/guide/disclosure .guidelines.pdf](http://www.Pinksheets.com.otc/guide/disclosure_guidelines.pdf) and, the information has been posted in the Pink Sheets News Service.

Therefore, in accordance with your EMXC disclosure requirements, the following is provided.

Counsel is a resident of North Carolina and resides in that State in the United States of America, Counsel has been retained by the Issuer for the purpose of rendering this letter and related matters. I am authorized to practice law in the States of North and South Carolina, before the United States Supreme Court, and before the United States Court of Appeals for the Fourth Circuit. Counsel is permitted to practice before the Securities and Exchange Commission and has not been prohibited from practice there under.

In connection therewith, I have examined such corporate records and other documents and such questions of law as counsel considered necessary or appropriate for purposes of rendering the letter including:

<u>Type</u>	<u>Period End Date</u>	<u>Received</u>
<a href="#">Supplemental Information</a> - Dividend Updates	Dec 31, 2009	Apr 13, 2010
<a href="#">Supplemental Information</a> - EMAX Worldwide Utah filing	Jun 30, 2009	Apr 12, 2010
<a href="#">Corporate Bylaws</a> - EMAX Worldwide Bylaws	Dec 31, 2009	Apr 12, 2010
<a href="#">Supplemental Information</a> - Cancellation of Change of Control in year 2009	Mar 31, 2009	Apr 12, 2010
<a href="#">Notice of Change in Substantial Holder Interest</a> - Cancellation of Change of Control from year 2008	Mar 31, 2009	Apr 12, 2010
<a href="#">Supplemental Information</a> - Change of Control in year 2009	Mar 31, 2009	Apr 12, 2010
<a href="#">Supplemental Information</a> - Incorporation filings for EMAX Worldwide, Inc	Jun 30, 2007	Apr 12, 2010
<a href="#">Annual Report</a> - Unaudited Financials 2007	Dec 31, 2007	Apr 12, 2010
<a href="#">Annual Report</a> - Unaudited Financials 2008	Dec 31, 2008	Apr 12, 2010
<a href="#">Initial Company Information and Disclosure Statement</a> - Full Disclosure Information Statement	Dec 31, 2009	Apr 12, 2010

EMAX Worldwide, Inc. is a Utah Corporation and was incorporated in 1989.

The corporate offices of the Issuer are located at 1512 S 1100 East, Suite B, Salt Lake City, UT 84105.

The authorized capital of the corporation is 1,400,000,000 shares of common stock par value \$0.000001 per share. As of April 12, 2010 1,378,065,364 common shares were issued and outstanding.

The Fiscal Year End for the Issuer is December 31. Annual and quarterly Financial Statements for the company are unaudited.

The Transfer Agent of the Issuer is The National Stock Transfer, 1512 S 1100 E, Salt Lake City, UT 84105-2425, Telephone number: (801) 485-7978. The Transfer Agent is registered with the Securities and Exchange Commission. A shareholders list provided by the Transfer Agent as of April 12, 2010 is the source of the outstanding stock of the Issuer.

On information provided by management, there are no threatened or pending legal proceedings against the Issuer and there are no defaults on senior securities.

To the best of my knowledge, and after inquiry of management and the directors of the Issuer, neither the Company, nor its officers, directors, 5% holders, or counsel, is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

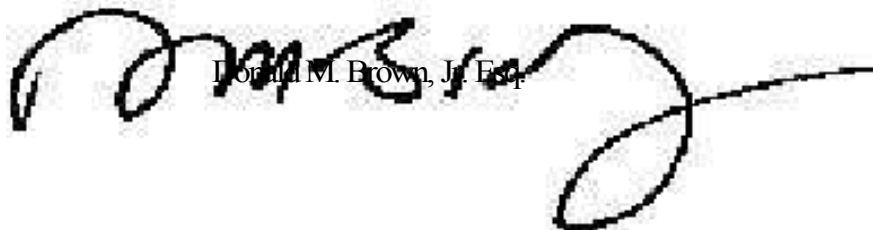
Counsel has personally met with or spoken with management and a majority of directors of the Issuer and reviewed the information as amended published by the Issuer on the Pink Sheet News Service and discussed the information with management.

The information contained in the [Initial Company Information and Disclosure Statement](#) - Issuers Disclosure Statement, received by Pink OTC Markets Inc. on April 12, 2010, constitutes “adequate current public information” concerning the Securities and the Issuer and “is available” within the meaning of Rule 144(c)(2) under the Securities Act, (ii) includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the Securities under Rule 15c2-1 1 under the Securities Exchange Act of 1934 (the “Exchange Act”), (iii) complies as to form with the Pink OTC Markets’ Guidelines for Providing Adequate Current Information, which are located on the Internet at [www.PinkOTC Markets.com](http://www.PinkOTC Markets.com) , and (iv) has been posted through the OTC Disclosure and News Service.

This Opinion and conclusions herein are based upon documentation and facts made available by the company and are based on the assumption of accuracy of those documents and facts. All such information is believed to be true. In the event the facts and information in all such documents and or other information provided by management are determined not to be true, this opinion shall be null and void. For purposes of this Opinion as to matters of fact we have relied upon information of public officials, officers of the Issuer and other sources and believe all such information to be reliable.

Thank you for your consideration of this matter, and please, do not hesitate to contact me if you have any further questions.

Very truly yours,



Donald M. Brown, Jr. Esq.