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STATE OF CALIFORNIA
BUSINESS, TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF CORPORATIONS

TO: Auction Store Franchise Corp.
AuctionStore.com, Inc.
1000 Clint Moore Rd., Ste. 101
Boca Raton, Florida, 33487

DESIST AND REFRAIN ORDER

(For violations of section 31110 of the Corporations Code)

The California Corporations Commissioner finds that:

1. Auction Store Franchise Corp. is a Florida corporation that was formed on May 25, 2005. Its principal place of business is 1000 Clint Moore Rd., Ste. 101, Boca Raton, Florida, 33487.

It is a wholly owned subsidiary of Evolve One. Inc, a publicly traded holding company.

2. AuctionStore.com, Inc. is a Florida corporation that was formed on July 22, 2004. Its principal place of business is 1000 Clint Moore Rd., Ste. 101, Boca Raton, Florida, 33487.

3. In June and July 2005 AuctionStore.com, Inc. and Auction Store Franchise Corp. offered to sell at least one franchise in the state of California. In at least one instance, AuctionStore.com, Inc. and Auction Store Franchise Corp. provided, or caused to be provided, to a California resident a franchise application to be completed and submitted to Auction Store Franchise Corp.

4. On July 27, 2005, Auction Store Franchise Corp. filed an application with the California Department of Corporations pursuant to Corporations Code section 31111 for registration of an offer to sell a franchise to operate a center that sells consigned merchandise and other items on eBay and other internet auction mediums. That application was withdrawn on or about October 27, 2005, while the application was still pending, prior to registration of the offer.

