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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 That application was withdrawn on or about October 27, 2005, while the application was still pending, prior to registration of the offer.

1 5. The offer of franchises by AuctionStore.com, Inc. and Auction Store Franchise Corp.
2 in California has not been registered under the Franchise Investment Law and is not exempted under
3 Chapter 1, beginning with Corporations Code section 31100, of that law.

4 Based upon the foregoing findings, the California Corporations Commissioner is of the
5 opinion that AuctionStore.com, Inc. and Auction Store Franchise Corp. have offered franchises in
6 California that were subject to registration under the Franchise Investment Law without the offers
7 first being registered, in violation of Corporations Code section 31110. Pursuant to section 31402 of
8 the Corporations Code, AuctionStore.com, Inc. and Auction Store Franchise Corp. are hereby ordered
9 to desist and refrain from the further offer of internet auction franchises unless and until the offers
10 have been duly registered under the Franchise Investment Law.

11 This Order is necessary, in the public interest, for the protection of investors and consistent
12 with the purposes, policies and provisions of the Franchise Investment Law.

13 Dated: December 8, 2005
14 Los Angeles, California

15 WAYNE STRUMPFER
16 Acting California Corporations Commissioner

17
18 By _____
19 ALAN S. WEINGER
20 Acting Deputy Commissioner
21 Enforcement Division