

PATRICK R. BROWN, ESQ.

ATTORNEY AT LAW

261 VINELAND ROAD / AUGUSTA, GA 30904 / 706-664-3837

July 29, 2011

OTC Markets Group, Inc.
304 Hudson Street, 3rd Floor
New York, NY 10013

Re: Legal Opinion, Adequate Current Information, Continuing Disclosure Requirements, ImageXpres Corporation (IMJX); Financial Operations as of quarter ended March 31, 2011, Interim Report

Dear Sirs:

Counsel has been retained by **ImageXpres Corporation** (the "Issuer"), a Colorado corporation, in this matter solely for the purpose of reviewing the current information supplied by the Issuer, rendering this opinion letter, and related matters.

OTC Markets Group ("OTC Markets Group") is entitled to rely on this letter 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 "Act").

Counsel is a U.S. resident and has been retained by the Issuer solely for the purpose of reviewing the current information supplied by the Issuer.

For purposes of this opinion, counsel has personally met with Company's management and a majority of the Board of Directors to discuss, review, and examine the following:

1. Articles of Incorporation of the Company;
2. By-Laws of the Company;
3. Corporate Minutes of the Board of Directors and Shareholders;
4. Such other corporate records as necessary or appropriate and provided by management for purposes of rendering this letter; and
5. Reviewed operations of the Company

Counsel is authorized to practice law in the State of Georgia and this letter covers said jurisdiction. Counsel is permitted to practice before the Securities and Exchange Commission and has not been prohibited from practice thereunder.

The opinion and conclusions herein are based upon documentation and facts made available to the undersigned by the Company. Counsel has assumed the genuineness of all signatures (manual, digital, or conformed), the authenticity of documents submitted as originals, and the conformity with original documents which were submitted as copies. The documentation provided to counsel is believed to be true and reliable in its content. Counsel has reviewed all prior disclosures posted by the Issuer with OTC Disclosure and News Service as amended. All such information is also believed to be true and is relied on as such. The information posted to OTC Disclosure and News Service is:



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<u>Document</u>	<u>Date Posted</u>
Quarterly Report – 1Q Financials & Discussion for 3-31-11	May 23, 2011
Annual Report – Supplemental Information	May 2, 2011
Annual Report – IMJX 2010 Annual Report	April 11, 2011
Annual Report – Financials for the period ending 12-31-2010	April 11, 2011
Revised Quarterly Report for the period ending 9-30-2010	February 16, 2011
Quarterly Report – Mgt. for the period ending 9-30-2010	November 18, 2010
Quarterly Report for the period ending 9-30-2010	November 3, 2010
Quarterly Report for the period ending 6-30-2010	August 20, 2010
Corporate Bylaws	April 16, 2010
Articles of Incorporation	April 16, 2010
Quarterly Report for the period ending 3-31-2010	April 16, 2010
Annual Report for the period ending 12-21-2009	April 16, 2010
Initial Company Information & Disclosure Statement	April 16, 2010

After reasonable investigation, I have no reason to believe that, at the time such information was submitted to the OTC Disclosure and News Service, the information contained any untrue statement of material fact or failed to state a material fact necessary in order to make any statement proffered, in light of the circumstances under which it was made, not misleading.

There has been no Information concerning the Issuer and the Securities that are publicly available through the OTC Disclosure and News Service as of July 29, 2011, other than the disclosure which is being submitted with this letter.

In issuing this letter, I represent the following:

The information referred to herein:

- (i) constitutes "adequate current public information" concerning the Securities and the Issuer and "is available" within the meaning of Rule 144(c)(2) under the Act;
- (ii) includes all of the information that a broker-dealer would be required to publish a quotation for the Securities under Rule 15c2-11 under the Securities Exchange Act of 1934;
- (iii) complies as to form with the OTC Markets Group's Guidelines for Providing Adequate Current Information, which is located on the internet at www.otcmarkets.com; and
- (iv) will be submitted for posting through the OTC Disclosure and News Service.

ImageXpres Corporation was incorporated in Colorado in 2003. The authorized capital of the Company is 20,000,000,000 shares of common stock at \$0.001 par value. As of 3/31/11, the Company's transfer agent has provided written confirmation that the common shares outstanding total 11,272,932,635 with 1,581,785,153 restricted shares, and an outstanding float of 9,691,147,482. The fiscal year-end for the corporation is December 31.

The person responsible for preparation of the financial statements contained within the documents of the issuer referenced herein is:



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Mr. Kevin Zankowski
ImageXpres Corporation
Chief Financial Officer
333 Metro Park, N-105
Rochester, NY 14623

The financial statements are not audited. Mr. Zankowski is qualified to prepare the financial statements because of his position as chief financial officer of the Issuer.

The Transfer Agent for the Issuer is:

Signature Stock Transfer Corporation
2301 Ohio Drive #100
Plano, TX 75093
972-612-4120

The transfer agent is registered with the Securities and Exchange Commission pursuant to Section 17A(c). I confirmed the number of outstanding shares set forth in the Information by reviewing a written statement from the transfer agent dated May 12, 2011.

After inquiry of management and directors of the Issuer, and to the best of counsel's knowledge, neither the Issuer nor any member of the Issuer's Board of Directors, or any person holding 5% or more of the Company's stock is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities law.

The Issuer is a non-reporting company, is operational and using its best efforts to follow its business plan, without incurring substantial liabilities, and where its assets cannot be considered nominal versus its operations. The Company is not a "shell company" and would not be a shell company within the meaning of SEC Rule 405. It is the opinion of the undersigned that the Issuer has never fit the definition of a shell company. This determination was made pursuant to an analysis of the Issuer's financial and operating reports as compared to the SEC's definition of a "shell company" pursuant to SEC Release No. 33-8587 (a "shell company" is defined as a company that has no or nominal operations and either no or nominal assets, assets consisting solely of cash and cash equivalents, or assets consisting of any amount of cash and cash equivalents and nominal other assets); as well as Footnote 172 to Release 33-8869 (confirming that a company with a limited operating history does not merit the condition of having "no or nominal operations").

Counsel has reviewed the Worm-Wulff letter, dated January 21, 2000, and has considered the manner in which the shares were issued to all shareholders as well as their current intentions to sell the shares through quotations on the OTC Markets. Based on my review, counsel is of the opinion that (i) none of the scenarios described in the Worm-Wulff letters (or similar scenarios) are being used by the issuer of the Shares, any promoter of the Issuer, the current holders of the Shares, or any affiliate of any of them, to distribute the Shares in violation of the registration requirements of the Securities Act and (ii) any sales of such Shares as intended would not be part of a plan by any of such persons to distribute or redistribute securities to the public in violation of the registration requirements of the Securities Act.

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The opinions expressed herein are solely for the benefit of the OTC Markets Group, which is entitled to rely on this letter, and may not be relied on in any manner or for any purpose by any other person or entity and may not be quoted in whole or in part without our prior written consent. We hereby grant OTC Markets Group full and complete permission and rights to publish this letter through the OTC Disclosure and News Service for viewing by the public and regulators.

The opinions expressed herein are given as of the date hereof, and we undertake no obligation to supplement this letter if any applicable laws change after the date hereof or if we become aware of any facts that might change the opinions expressed herein after the date hereof or for any other reason.

Very Truly Yours,

Patrick R. Brown 7.29.2011

Patrick R. Brown, Esq.
Georgia Bar #089130

THE OPINIONS AND CONCLUSIONS EXPRESSED HEREIN ARE BASED IN PART UPON FACTS PROVIDED TO ME BY IMAGEXPRES CORPORATION, ITS OFFICERS, DIRECTORS, PRINCIPAL SHAREHOLDERS, AND JOHN S. ZANKOWSKI. CAUTION IS GIVEN TO ANYONE REFERRING TO THIS OPINION THAT OPINION LETTERS OF COUNSEL ARE NOT BINDING UPON THE SECURITIES AND EXCHANGE COMMISSION NOR ON THE COURTS. TO THE EXTENT THAT PERSON RELYING ON THIS LETTER MAY HAVE KNOWLEDGE OF FACTS OR CIRCUMSTANCES WHICH ARE CONTRARY TO THOSE UPON WHICH THIS OPINION IS BASED, THIS OPINION WOULD NOT BE APPLICABLE. FURTHER, THIS OPINION MAY BE WITHDRAWN AT ANY TIME IF INFORMATION IS DISCOVERED WHICH WOULD CAUSE ME TO CHANGE MY OPINION OR IF ANY STATE OF FEDERAL AGENCY OF COURT TAKES AN ADVERSE POSITION.