

THE LAW OFFICE OF ABRAHAM RAPPAPORT
ATTORNEY AT LAW

3774 N.W. 3rd Avenue
Boca Raton, Florida 33431
Telephone: (954) 609-5823
Facsimile: (954) 697-0916

Abraham Rappaport
Email: rappiaw@yahoo.com

October 31, 2011

Pink Sheets OTC Markets, Inc.
304 Hudson Street, 2nd Floor
New York, N.Y. 10010

Re: VoxPop Worldwide, Inc. VOXI.PK Attorney Opinion Letter

Dear Sir or Madam:

This opinion letter is written on behalf of our client, VoxPop Worldwide, Inc. (the "Company"). Pink Sheets OTC Markets, Inc. is entitled to rely on this opinion letter in determining whether the Company has made adequate current information publically available within the meaning of Securities and Exchange Commission ("SEC") Rule 144 (c) (2), promulgated pursuant to the Securities Act of 1933, as amended (the "Act").

The undersigned attorney, who is the principal of The Law Office of Abraham Rappaport (the "Firm"), is a citizen and resident of the United States. The undersigned attorney is authorized to practice law in Florida and New York, is permitted to practice before the SEC, and has not been prohibited from practice thereby. The jurisdictions covered by this letter include the laws of the United States.

The Firm has been retained by the Company as its outside corporate counsel and as its outside securities counsel on an as needed basis since July of 2009, at which time the Company was named Black Art Beverage, Inc. Among other legal services, the Firm has rendered nine opinions with respect to current information to Pink Sheets OTC Markets, Inc. (formerly known as Pink Sheets LLC) on behalf of the Company, the last of which was in respect to the Company's report for its second quarter of 2011, ending June 30, 2011 (the "2011 Second Quarter Report"). The Firm's opinion letter regarding the 2011 Second Quarter Report was dated, and posted on the OTC Disclosure and News Service, on August 22, 2011 (the "Second Quarter 2011 Opinion").

This opinion letter is being written based upon the Company's most recent filing, the Company's Report for its Third Quarter Ending September 30, 2011 (the "Third Quarter 2011 Report"), which was published by the Company on the OTC Disclosure and News Service of even date, October 31, 2011. In rendering this opinion, the undersigned attorney reviewed and discussed the contents of the Company's 2011 Third Quarter Opinion, particularly the few additional material items reporting events occurring in the Company's third quarter ending September 30, 2011, as well as again reviewing the Company's Second Quarter 2011 Report, with the Company's top management.

In rendering this opinion the undersigned attorney has also examined such corporate records and other documents and such questions of law the undersigned attorney considered necessary or appropriate for purposes of rendering this letter. As to matters of fact, the undersigned attorney has relied upon information obtained from Josh Eikov, the Chief Executive Officer, President and one of the four directors of the Company, and Lawrence Solomon, also a director of the Company; and other sources, including a review of the relevant documents (including drafts) and discussion of the following events:

- (1) A two- year agreement entered into with John Boyle, a music director with over 25 years' experience in the music industry, to join the Company's Board of Advisors. The Company signed the Agreement with Mr. Boyle on August 29, 2011, to be effective as of September 1, 2011. The Agreement includes a stock grant in the Company in 24-month installments equal to a total of six-hundred and fifty (650,000) shares of restricted common stock, par value \$.01.
- (2) On September 1, 2011, the Company entered into a Share Return Agreement with former employee William Gozzard, who, as disclosed in the Company's 2011 Second Quarter Report, resigned during the Company's second quarter. The Share Return Agreement provides for the return by Mr. Gozzard of five-million Company shares (5,000,000) earlier granted to Mr. Gozzard to the Company's treasury.
- (3) The Company entered into a 3 year Software Representation deal on its MediaPal software with Internet Merchandise Distribution, Inc. of Florida ("IMDI"), an affiliated company. IMDI has brought 4 clients to MediaPal who are actively selling on the world wide web using the MediaPal service. IMDI has also opened its own marketplace for client products on www.imdshop.com.
- (4) The Company entered into a multi-year deal with BETA Records to create BETA Radio using the content that is created by BETA's clients and submitted to BETA via their website on www.betarecords.com.

Prior to finalizing this opinion letter, the undersigned attorney has also relied upon his review of drafts of the Company's Third Quarter 2011 Report, which included all of the descriptive Issuer's Continuing Disclosure Obligations required by the Pink OTC Markets

Disclosure Guidelines (updated as of January 14, 2011) (the "Guidelines"),¹ as well as a complete set of unaudited condensed consolidated financial statements, with footnotes, also in compliance with the Guidelines. The unaudited financials include: Condensed Consolidated Balance Sheets at September 30, 2011 and December 31, 2010; Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2011; Condensed Consolidated Statements of Changes in Stockholders' Equity for the three, six and nine months ended September 30, 2011; and, Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2011. The Company's Third Quarter 2011 Report also incorporated by reference all of the disclosures in the Company's Annual Report for the year ended December 31, 2010, and First and Second Quarter Reports for the periods ending March 31, 2011 and June 30, 2011, respectively.

The unaudited financial statements in the Company's Third Quarter 2011 Report were prepared by John Adams in accordance with the standards of U.S. Generally Accepted Accounting Principles ("GAAP"). Mr. Adams has at least thirty-six years working with small private and public companies to assist them in establishing their books and records, and, in addition, was the CFO of the Company until shortly before the corporate actions that resulted in its change of name, symbol, business plan and management in mid-December 2010.

The disclosures and information discussed above, all publicly available as of even date: (i) constitutes "adequate current public information" concerning the Company and its securities, 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 Company to publish a quotation of the Company's securities under Rule 15c2-11, promulgated by the SEC under the Securities Exchange Act of 1934 (the "Exchange Act"), and, (iii) complies as to form with The Pink OTC Markets Disclosure Guidelines (updated as of January 14, 2011).

The Company's transfer agent is Broadridge Corporate Issuer Solutions, Inc. ("Broadridge"), which is located at 44 West Lancaster Avenue, Ardmore, Pennsylvania 19003. Broadridge is registered with the SEC. The undersigned attorney reviewed Broadridge's most recent "Authorized Share Report," for the Company which showed that the Company had 121,302,337 shares of common stock, par value \$.01 outstanding as of September 30, 2011. 30, The 2011 Third Quarter Report reports 123,330,007 shares outstanding as of September 30, 2010, a difference of 2,001,337 shares. Because of the apparent discrepancy, the undersigned attorney called the Company's CEO about the difference, and was advised that the difference reflected shares reserved by the Company for future mergers or acquisitions, that were not included in the Transfer Agent's figures.

¹ The Pink OTC Guidelines may be accessed online at <http://www.otcmarkets.com/content/doc/DisclosureGuidelines.pdf>.

The undersigned attorney also personally met with L. Josh Eikov and Lawrence Solomon, two of the four directors of the Company as of September 30, 2010. In these meetings, the undersigned attorney discussed various matters concerning the business and finances of the Company, including information contained in the Company's 2011 Third Quarter Report.

To the best of my knowledge, after inquiry of management, neither the Company, nor any holder of 5% or more of the Company's stock, nor counsel, is under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

The undersigned attorney grants Pink Sheets OTC Markets, Inc. full and complete permission and right to publish this opinion letter in the OTC Disclosure and News Service for viewing by the public and regulators. No person or agency other than Pink Sheets OTC Markets, Inc. and the Company is entitled to rely upon this letter.

Sincerely,


Abraham Rappaport

cc: VoxPop Worldwide, Inc.