

# JONATHAN D. LEINWAND, P.A.

18305 BISCAYNE BLVD.  
SUITE 200  
AVENTURA, FL 33160  
TEL: (954) 903-7856  
FAX: (954) 252-4265

E-MAIL: JONATHAN@JDLPA.COM

June 19, 2023

OTC Markets Group, LLC  
300 Vesey Street, 12th Floor  
New York, New York 10282

**Re: FBEC Worldwide, Inc.**  
Opinion of Counsel regarding Adequate Current Information

Dear Sir or Madam:

This firm has acted as legal counsel for **FBEC Worldwide, Inc.** ("**Company**") and has been retained for the purpose of preparing this Opinion of Counsel, applying the applicable laws of the United States, regarding its corporate operations and level of disclosure of corporate information with regard to the Pink OTC Markets Disclosure Guidelines.

In the course of preparing this opinion, counsel has reviewed the following documents relating to the Company (together with the date they were posted through the OTC Disclosure and News Service, if applicable):

PUBLISH DATE	TITLE	PERIOD END DATE
06/15/2023	<u>Quarterly Report-Quarterly Report 03/31/2023(Amended)</u>	03/31/2023
06/15/2023	<u>Annual Report- 2022 Annual Report (Amended)</u>	12/31/2022
06/15/2023	<u>Annual Report- 2021 Annual Report (Amended)</u>	12/31/2021
06/08/2023	<u>Quarterly Report-Quarterly Report 03/31/2023</u>	03/31/2023
06/08/2023	<u>Annual Report-Annual Report 2022</u>	12/31/2022
06/08/2023	<u>Annual Report-Annual Report 2021</u>	12/31/2021

Counsel has also examined other related corporate information as necessary and information provided by the Company's management for the purposes of this letter.

Additionally, counsel has personally conferred with Carey W. Cooley the Company's Chief Executive Officer, President, Treasurer, and Director, to discuss the information contained in the Company's disclosure statements.

The opinions and conclusions contained in this Opinion Letter are based upon documentation and facts made available to this firm and are solely based on the accuracy of those documents and facts. Further, counsel has reviewed all prior disclosures posted by the Company with OTC Disclosure and News Service, as amended and the Company. All such information is believed to be accurate and reliable. In the event that the facts and information in any or all of such documents are determined not to be true, this opinion is rescinded to and to be deemed null and void. Counsel has discussed the above documentation, and the underlying assumptions this firm is relying upon, with the management of the corporation.

The Company has 7,000,000,000 (Seven Billion) authorized common shares and 20,000,000 (Twenty Million) authorized Preferred Shares with 1 (One) preferred share designated as Special 2022 Series A Preferred. 5,876,417,461 shares of common stock and 1 share of 2022 Series A Preferred shares are issued and outstanding as of date hereof. The Company's fiscal year end is December 31.

The party responsible for the preparation of the unaudited financial statements of the Company is Tyrus C. Young. Mr. Young has over 40 years of experience as a CPA and as a Consultant with 17 years of experience preparing statements for the SEC and OTC markets.

Company's Transfer Agent is:

Securities Transfer Corporation  
2901 N. Dallas Parkway  
Suite 380  
Plano, Texas 75093  
469-633-0101

An inquiry to the transfer agent was the source of confirmation of the Company's shares outstanding. Additionally, a search of the SEC's EDGAR system confirmed that Securities Transfer Corporation. is a registered transfer agent.

Further, to inquiry of management and directors of the corporation, to the best of this firm's knowledge, neither the Company nor any person or entity holding at least five percent (5%) of the corporation's stock is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities law.

The Company states that it is a shell company as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Securities Exchange Act of 1934.

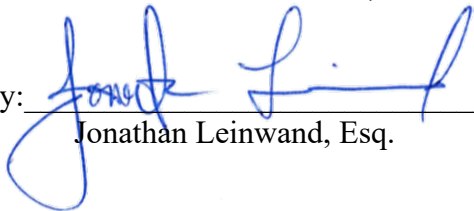
No person or entity other than OTC Markets is entitled to rely upon this opinion. OTC Markets, however, is granted full and complete permission and rights to publish this document via the OTC Disclosure and News Service for viewing by the general public and regulators. The public and OTC Markets Group may rely on the above in determining whether the Company has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Securities Act of 1933. The information which has been posted via OTC Disclosure and News

Service constitutes adequate current public information, is available within the meaning of S.E.C. Rule 144(c)(2) of the Securities Act, includes all the information that a broker-dealer would be required to obtain from an issuer in order to publish a quotation for its securities pursuant to Rule 15c2-11 under the Securities Exchange Act of 1934, and complies as to form with the OTC Markets Guidelines for Providing Adequate Current Information.

The author of this letter has been admitted to practice in the State of Florida and is a resident of the United States. The opinions expressed herein are in reference to the laws of the United States. The undersigned counsel is permitted to practice before the Securities and Exchange Commission and has not been prohibited from practice before the Commission. Counsel is not currently, nor has in the past five years, been the subject of an investigation, hearing, or proceeding by the SEC, the U.S. Commodity Futures Trading Commission (CFTC), the Financial Industry Regulatory Authority (FINRA), or any other federal, state, or foreign regulatory agency. Additionally, during the last five years counsel has not been suspended or barred from practicing in any state or jurisdiction and has not been charged in a civil or criminal case.

Counsel does not own any of the Company's securities and has no agreement to receive any of the Company's securities in the future.

Very Truly Yours,  
JONATHAN D. LEINWAND, P.A.

By:   
Jonathan Leinwand, Esq.