January 11, 2006

Auto Centrix, Inc.

RE: Instructions – Issuance of common stock underlying Convertible Promissory Notes
Issuer: Auto Centrix, Inc. (the “Company”)
Note Holders: Power Network, Inc.
MBA Investors, Inc.
Starr Consulting, Inc.
Y2K, Inc.
No. of Shares: All underlying shares of common stock (the “Shares”)
Certificate No.: 7% Convertible Promissory Notes dated January 10, 2006
originally issued and held by various vendors (“Original Note Holders”) in the aggregate and principal amount of
$71,339.65 (“Original Convertible Notes”) and assigned to
the above Note Holders

Dear Sir or Madam:

My opinion has been requested with respect to the issuance of shares (the “Shares”) of common stock (the
“Common Stock”) of Auto Centrix, Inc. (the “Company”), upon the conversion of $71,339.65 dollars of
principal of 7% Convertible Notes dated January 10, 2006 (the “Notes”) by Power Network, Inc., MBA
Investors, Inc., Starr Consulting, Inc., and Y2K, Inc. (the “Note Holders”).

The Shares of the Company to be issued upon the conversion of the Notes are validly authorized and,
assuming (a) the Shares so issuable will be validly authorized on the dates of conversion, (b) on the dates
of conversion, the Notes will have been duly executed, authenticated, issued and delivered, will constitute
the legal, valid and binding obligations of the Company, will (subject to applicable bankruptcy,
insolvency, and other laws affecting the enforceability of creditors’ rights generally enforceable as to the
Company in accordance with their terms and the terms of the Note Agreement, and will be entitled to the
benefits provided by the Note Agreement, and (c) no change occurs in the applicable law or the pertinent
facts, when (d) the pertinent provisions of such “blue-sky” and securities laws as may be applicable have
been complied with and (e) the Notes are converted in accordance with their terms and the terms of the
Note Agreement, the Shares so issuable will be validly issued, fully paid, and nonassessable.

I have been informed by the Company that the Original Convertible Notes were issued by the Company
to various vendors on or before January 10, 2004 as set forth in the Schedule of Debt attached hereto as
Exhibit A (“Original Note Holders”) and the Original Convertible Notes were assigned and endorsed to
Power Network, Inc., MBA Investors, Inc., Starr Consulting, Inc., and Y2K, Inc. and/or its designees on
January 10, 2006 (“Assignment”). I have been advised that no consideration was received by the
Company, the Original Note Holders or its designees in connection with the Assignment and no commission or other remuneration was paid or given directly or indirectly for soliciting the Assignment.

I have examined such documents, and have made such inquiries of fact and law, as I have deemed necessary. With respect to factual representations regarding the Original Note Holders, I have relied exclusively and solely on the information and representations furnished by the Company and the Original Note Holders to me and have not independently verified such information.

I have been informed by the Original Note Holders that, among other things, (i) the Original Convertible Notes have been beneficially held by the Original Note Holders for at least two (2) years prior to the date of Assignment and (ii) none of the Original Note Holders are an “affiliate” of the Company within the meaning of Rule 144 at the time of Assignment, nor have been an “affiliate” during the three months preceding the date of such Assignment.

I am licensed to practice law only in the State of New Jersey, and do not purport to express any opinion herein concerning any law other than the Federal law of the United States. I express no opinion herein with respect to compliance with state securities or Blue Sky laws.

Accordingly, the Shares underlying the Note may be issued to Power Network, Inc., MBA Investors, Inc., Starr Consulting, Inc., and Y2K, Inc. and/or its designees without a legend pursuant to the Securities Act of 1933, as amended.

This opinion is given only with respect to a specific transaction in the Shares to which this opinion relates as set forth above and may not be relied on by any other person holding securities, whether in the Company or in any other corporation, other than the Transfer Agent for the Company. The opinions expressed herein are rendered as of the date hereof, and I disclaim any undertaking to advise you if changes in law or fact which may affect the continued correctness of any of my opinions occur as of a later date.

Very truly yours,

Virginia K. Sourlis, Esq.