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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Jonathan B. Levine

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
Name: GOSMILE, INC.                      DEC 16 2003  
Internal Address: 485 5th Avenue, 3rd Floor  
Street Address: \_\_\_\_\_  
City: New York                      State: NY ZIP: 10017

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from Assignment)  
 Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: December 10, 2003

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
76/382,722 filed 03/18/02

B. Trademark registration No.(s)  
2,708,745 registered 04/22/03  
2,566,285 registered 04/30/02

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: H. Jay Spiegel  
Internal Address: P.O. Box 11  
Mount Vernon, VA 22121  
Street Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41):..... \$ 120.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE		000013282	Total:
01/13/2004 DBYRNE	00000036 76382722		
01 FC:0521	40.00 DP	000013282	Total:
02 FC:0522	50.00 DP		

9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

H. Jay Spiegel                      December 15, 2003  
Name of Person Signing                      Signature                      Date

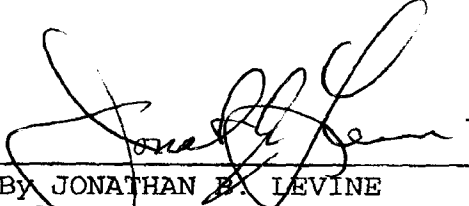
Total number of pages comprising cover sheet: 3

**ASSIGNMENT**

Whereas, JONATHAN B. LEVINE, a Sole Proprietor and Citizen of the United States of America, whose address is 923 Fifth Avenue, 1<sup>st</sup> Floor, New York, NY 10021, is the owner of the Trademarks covered by the following United States Trademark Registration Nos.: 2,708,745 for the mark "FOR WHITENING ON THE GO" (registered April 22, 2003); and 2,566,285 for the mark "GO SMILE" (registered April 30, 2002); and is the owner of the Trademark that is the subject of Application Serial No.: 76/382,722 for the mark "TOOTH WHITENING ON THE GO" (filed March 18, 2002), hereinafter referred to as the "Trademarks"; and

Whereas, GoSMILE, INC., a corporation of the State of Delaware, having a place of business at 485 5<sup>th</sup> Avenue, 3<sup>rd</sup> Floor, New York, NY 10017, is desirous of acquiring said Trademarks;

Now therefore, for good and valuable consideration, the receipt of which is hereby acknowledged, JONATHAN B. LEVINE does hereby assign to GoSMILE, INC. all right, title, and interest in and to the Trademarks and the goodwill of the business symbolized thereby.



By JONATHAN B. LEVINE  
Sole Proprietor

ASSIGNMENT: Levine/Sussk

State of New York  
County of New York

On this 10<sup>th</sup> day of December, 2003, before me appeared JONATHAN B. LEVINE, the person who signed this instrument, who acknowledged that he signed it as a free act on his own behalf.



Notary Public

BARBARA ALLEN BOWKER  
Notary Public, State of New York  
No. 01804959584  
Qualified in Kings County  
Commission Expires Dec. 4, 05

My Commission Expires: