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12/16/03



.Y

To the Honorable Commissioner of Patents

102645427 and attached original documents or copy thereof.

1. Name of conveying party(ies):

Jonathan B. Levine

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 10, 2003

2. Name and address of receiving party(ies):

Name: GoSMILE, INC.

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

76/382,721 filed 03/18/02
76/416,796 filed 06/04/02 AND
76/474,537 filed 11/29/02

B. Trademark registration No.(s)

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

01/13/2004 DBYRNE 00000037 76382721

01 FC 38521 40.00 OP
02 FC 38521 50.00 OP

I, H. Jay Spiegel, do hereby certify that the foregoing information is true and correct and any attached copy is a true copy of the original document.

H. Jay Spiegel
Name of Person Signing

H. Jay Spiegel
Signature

December 10, 2003

Total number of pages comprising cover sheet: _____

0000133253
DBYRNE
01/13/2004
\$0.00
Total: \$0.00

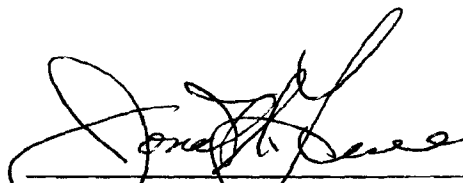
ASSIGNMENT

Whereas, JONATHAN B. LEVINE, a Sole Proprietor and Citizen of the United States of America (hereinafter "Assignor"), whose address is 923 Fifth Avenue, 1st Floor, New York, NY 10021, is the owner of the Trademarks covered by the following United States Trademark Application Serial Nos.: 76/382,721 for the mark "SMILE ON THE GO" (filed March 18, 2002); 76/416,796 for the mark "LIGHTEN UP" (filed on June 4, 2002); and 76/474,537 for the mark "GO BRUSH" (filed on November 29, 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 5th Avenue, 3rd Floor, New York, NY 10017, is desirous of acquiring said Trademarks; and

Whereas, GoSMILE, INC. is the successor to the business of Assignor to which the above-listed marks pertain.

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

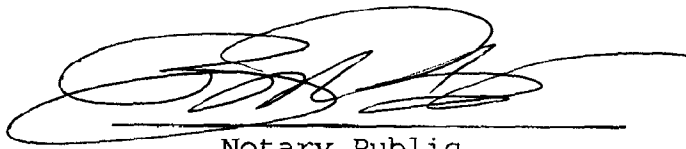


By JONATHAN B. LEVINE, Assignor
Sole Proprietor

Assignment, Louine / Kosmire

State of New York
County of New York

On this 10th 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. 01B04959584
Qualified in Kings County NS
Commission Expires Dec. 4, 2005

My Commission Expires: