

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BriteSmile Professional, Inc.		11/09/2007	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BriteSmile Professional, LLC		
<b>Street Address:</b>	8550 Higuera Street		
<b>Internal Address:</b>	c/o Nancy Quan		
<b>City:</b>	Culver City		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90232		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	76086605	BRITESMILE PROFESSIONAL TEETH WHITENING CENTERS	
<b>Serial Number:</b>	75890951	BRITE SMILE PROFESSIONAL TEETH WHITENING CENTERS	
<b>Serial Number:</b>	75597596	BRITE SMILE	
<b>Serial Number:</b>	75302310	ENAMELWHITE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(310)845-8619		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(310) 845-8501		
<b>Email:</b>	nancyq@discusdental.com		
<b>Correspondent Name:</b>	Nancy Quan		
<b>Address Line 1:</b>	8550 Higuera Street		
<b>Address Line 4:</b>	Culver City, CALIFORNIA 90232		
<b>NAME OF SUBMITTER:</b>	Nancy N. Quan		

CH \$115.00 76086605

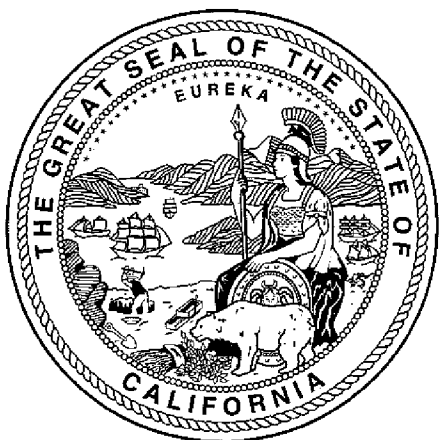
Signature:	/Nancy N. Quan/
Date:	11/09/2007
<b>Total Attachments: 8</b> source=BriteSmile Professional Conversion Evidence#page1.tif source=BriteSmile Professional Conversion Evidence#page2.tif source=Executed BriteSmile Professional Inc Plan of Conversion#page1.tif source=Executed BriteSmile Professional Inc Plan of Conversion#page2.tif source=Executed BriteSmile Professional Inc Plan of Conversion#page3.tif source=BriteSmile Name Change#page1.tif source=BriteSmile Name Change#page2.tif source=BriteSmile Name Change#page3.tif	

**State of California**  
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 11 2007

DEBRA BOWEN  
Secretary of State

D0862412

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State of California Secretary of State

File #

ENDORSED - FILED in the office of the Secretary of State of the State of California

JUN - 8 2007

LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION - CONVERSION

IMPORTANT - Read all instructions before completing this form.

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1 NAME OF LIMITED LIABILITY COMPANY (End the name with the words "Limited Liability Company," "Ltd. Liability Company," "Ltd. Liability Co." or the abbreviation "LLC" or "L.L.C.") BriteSmile Professional, LLC

2 THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

3 THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (Check only one) [ ] ONE MANAGER [ ] MORE THAN ONE MANAGER [x] ALL LIMITED LIABILITY COMPANY MEMBER(S)

4 MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE 8550 Higuera Street CITY AND STATE: Culver City, CA ZIP CODE: 90232

5 NAME OF AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and both Items 5 and 6 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 5 must be completed (leave Item 6 blank).) Mike Treiman

6 IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA 8550 Higuera Street CITY: Culver City STATE: CA ZIP CODE: 90232

CONVERTING ENTITY INFORMATION

7 NAME OF CONVERTING ENTITY BriteSmile Professional, Inc.

8 FORM OF ENTITY: Corporation 9 JURISDICTION: California 10. CA SECRETARY OF STATE FILE NUMBER IF ANY: C2854785

11 THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED IF A VOTE WAS REQUIRED. PROVIDE THE FOLLOWING FOR EACH CLASS: STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS

100 shares of Common Stock Majority

ADDITIONAL INFORMATION

12 ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

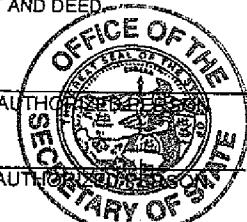
13 I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

SIGNATURE OF AUTHORIZED PERSON [Signature] DATE: 6-8-07

Robert Hayman, President TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON [Signature] DATE: 6-8-07

Michael Treiman, Secretary TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON



BRITESMILE PROFESSIONAL, INC.

PLAN OF CONVERSION

BriteSmile Professional, Inc., a California corporation (the “Corporation” or the “Converting Entity”) hereby adopts the following Plan of Conversion, dated June 8, 2007 (the “Plan”) pursuant to which the Corporation shall be converted (the “Conversion”) into BriteSmile Professional, LLC, a California limited liability company (the “LLC” or the “Converted Entity”).

ARTICLE I  
THE CONVERSION

SECTION 1.01. The Conversion.

(a) Upon the filing of the Articles of Organization—Conversion by the Corporation on June 8, 2007, the Corporation, a California corporation, shall be converted into the LLC, a California limited liability company, in accordance with the provisions of the General Corporation Law of the State of California (the “CGCL”) and the Beverly-Killea Limited Liability Company Act of the State of California (the “CBKLLCA”). The Corporation is continuing its existence in the organizational form of the Converted Entity, and the Converted Entity shall possess all the rights, powers, privileges and franchises and be subject to all of the obligations, liabilities, restrictions and duties of the Corporation, all as provided under the CGCL and CBKLLCA.

(b) The name of the Converted Entity shall be “BriteSmile Professional, LLC”.

(c) Promptly after the execution hereof, the Corporation will file a Limited Liability Company Articles of Organization—Conversion with the Secretary of State of California, attached hereto as Exhibit A, with the Secretary of State of California.

SECTION 1.02. Effect on Shares. Upon the filing of the Articles of Organization—Conversion by the Corporation on June 8, 2007, the outstanding stock of the Corporation will be converted into a 100% membership interest in the Converted Entity by reason of the Conversion, and, accordingly, the stock certificate or certificates representing the outstanding stock of the Corporation shall be cancelled by the Secretary of the Corporation and filed in the stock records of the Corporation effective upon the Conversion.

ARTICLE II  
THE CONVERTED ENTITY

SECTION 2.01. Limited Liability Company Agreement of Converted Entity. The Limited Liability Company Agreement of the Converted Entity is attached hereto as Exhibit B.

SECTION 2.02. Member of Converted Entity. Upon the filing of the Articles of Organization—Conversion by the Corporation on June 8, 2007, the sole shareholder of the Converting Entity shall continue as the sole member of the Converted Entity, subject to the provisions of the Operating Agreement of the Converted Entity.

ARTICLE III.  
MISCELLANEOUS

SECTION 3.01. Governing Law. This Plan shall be governed by and construed in accordance with the laws of the State of California.

SECTION 3.02. Termination. Anything herein or elsewhere to the contrary notwithstanding, this Plan may be terminated and abandoned by the Board of Directors of the Corporation, with the approval of the sole shareholder of the Converting Entity, at any time before the filing of the Articles of Organization—Conversion by the Corporation on June 8, 2007. In the event of termination and abandonment under this Section 3.02, this Plan shall forthwith become void and there shall be no liability on the part of the Board of Directors of the Corporation or its respective directors and shareholders.

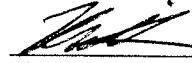
SECTION 3.03. Entire Plan, Assignability, Etc. This Plan (i) constitutes the entire plan, and supersedes all other prior plans and understandings, both written and oral, with respect to the subject matter hereof, and (ii) is not intended to confer upon any person other than the Corporation and its shareholders and directors any rights or remedies hereunder.

*[The remainder of this page is intentionally left blank.]*

[Signature Page for BriteSmile Professional, Inc. Plan of Conversion]

**IN WITNESS WHEREOF**, the Corporation has caused this Plan to be duly executed by its authorized officer as of the date set forth above.

**BRITESMILE PROFESSIONAL, INC.**



\_\_\_\_\_  
Name: Michael Treiman

Title: Vice President, General Counsel and  
Secretary

**Name Change**

PREVIOUS: BriteSmile Professional, Inc.  
8550 Higuera Street  
Culver City, CA 90232

CURRENT: BriteSmile Professional, LLC  
8550 Higuera Street  
Culver City, CA 90232

As of June 8, 2007, BriteSmile Professional, Inc. changed its name to BriteSmile Professional, LLC. BriteSmile Professional, LLC requests the Commissioner of Trademarks of the United States to record this name change for the marks listed in Appendix A.

Accepted as of Nov. 9, 2007

BriteSmile Professional, LLC  
A California Limited Liability Company

By: 

Name: Nancy N. Quan

Title: Vice-President and Chief IP Counsel



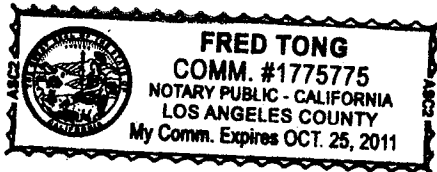
CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

Date: Nov. 9, 2007

United States of America )  
State of CALIFORNIA ) ss.:  
County of Los Angeles )

On Nov. 9, 2007 personally appeared before me, Fred Tong, Notary Public, personally appeared Nancy N. Qven, ~~known to me~~ (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) ~~is~~ are subscribed to the within instrument and acknowledged to me that he ~~she~~ they executed the same in his ~~her~~ their authorized capacity(ies), and that by his ~~her~~ their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal:



Fred Tong  
Fred Tong, Notary Public  
My commission expires: October 25, 2007

## Appendix A – Marks

Mark	Serial No.	Reg. No.	Country
BRITESMILE PROFESSIONAL TEETH WHITENING CENTERS	76086605	2821945	United States
BRITESMILE PROFESSIONAL TEETH WHITENING CENTERS	75890951	2497751	United States
BRITE SMILE	75597596	2437487	United States
ENAMELWHITE	75302310	2987640	United States