

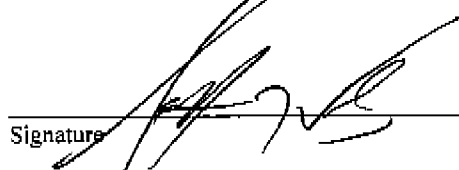
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P68.2-11850-US01

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

<p>1. Name of conveying party(ies): <i>Oraceutical Acquisition LLC</i></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <i>BriteSmile Development, Inc.</i></p> <p>Street Address: <i>490 Wiget Lane</i></p> <p>City: <i>Walnut Creek</i> State: <i>CA</i></p> <p>Country: Zip <i>94598</i></p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance/Execution Date(s): Execution Date(s): None</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Joint Research Agreement <input type="checkbox"/> Government Interest Assignment <input type="checkbox"/> Executive Order 9424, Confirmation License <input type="checkbox"/> Other:</p>	<p><input type="checkbox"/> This document is being filed together with a new application.</p> <p>4. Application or patent number(s):</p> <p>A. Patent Application No.(s)</p> <p>B. Patent No.(s) <i>5,816,802; 5,944,528; 6,475,469; 6,479,037; D387,166</i></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address to whom correspondence concerning document should be mailed:</p> <p><i>Scott Q. Vidas VIDAS, ARRETT & STEINKRAUS, P.A. Suite 2000 6109 Blue Circle Drive Minnetonka, MN 55343-9185 Fax: 952-563-3001 E-mailed address:</i></p>	<p>6. Total number of applications and patents involved: <i>1</i></p> <p>7. Total fee (37 CFR 1.21(h) & 3.41): <i>\$40.00</i></p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Authorized to be charged to credit card <input type="checkbox"/> Enclosed <input type="checkbox"/> Not required (gov'n interest not affecting title)</p> <p>8. Payment Information :</p> <p>a. Credit Card (last 4 numbers _____) Expiration Date: _____</p> <p>b. Deposit Account No. <i>22-0350</i> Authorized User Name: <i>Scott Q. Vidas</i></p>
<p>9. Signature:</p> <p><i>Scott Q. Vidas</i> Reg. No.: <i>30812</i></p> <p>Signature  _____</p> <p>Total number of pages including cover sheet, attachments, and document: _____</p>	
<p>Documents to be recorded (including cover sheet) should be faxed to 571-273-0140 or mailed to :</p> <p>Mail Stop Assignment Recordation Services P.O. Box 1450 Alexandria, VA 22313-1450</p>	

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CERTIFICATE OF MERGER**OF****BRITESMILE DEVELOPMENT, INC.**
A DELAWARE CORPORATION**(SURVIVING CORPORATION)****AND****ORACEUTICAL ACQUISITION LLC**
A DELAWARE LIMITED LIABILITY COMPANY**(MERGING AND NONSURVIVING ENTITY)**

In accordance with Section 18-209 of the Delaware Limited Liability Company Act and Section 251 of the Delaware General Corporation Law and pursuant to that certain Agreement and Agreement of Merger (the "Agreement of Merger") dated as of November 21, 2003, by and between BriteSmile Development, Inc., a Delaware corporation ("BDI") and Oraceutical Acquisition LLC, a Delaware limited liability company ("OAC"), which has been approved, adopted, certified, executed and acknowledged in accordance with Section 251 of the Delaware General Corporation Law, BDI, as the surviving corporation, declares and certifies as follows:

ARTICLE I
Surviving Corporation

The surviving corporation shall be **BRITESMILE DEVELOPMENT, INC.**, a Delaware corporation.

ARTICLE II
Nonsurviving Entity

The nonsurviving entity is **ORACEUTICAL ACQUISITION LLC**, a Delaware limited liability company.

ARTICLE III
Agreement of Merger

The Agreement of Merger is attached to this Certificate of Merger as Exhibit "A" and is incorporated into and made a part of this Certificate of Merger by this reference.

ARTICLE IV
Shareholder and Member Approval of the Agreement of Merger

The holders of the common stock and preferred stock of BDI, and the holders of the equity interests of OAC, were required to approve the Agreement of Merger. No shareholders or members of BDI or OAC were entitled to vote in separate voting groups. The designation and number of outstanding shares, the number of votes entitled to be cast, and the total number of votes cast for and against the Agreement of Merger were as follows:

Outstanding Equity	Votes Entitled To Be Cast	Votes Cast For	Votes Cast Against
BDI Common Stock	100,000	100,000	0
OAC Membership Interests	100	100	0

The number of votes cast for the Agreement of Merger was sufficient for approval by both entities.

ARTICLE V
Entire Agreement of Merger

The Agreement of Merger attached hereto is the entire Agreement of Merger. The Agreement of Merger will be kept on file at the offices of BDI at 490 N. Wiger Lane, Walnut Creek, California 94598. The surviving corporation shall provide a copy of the entire Agreement of Merger to any owner of any of the entities which are parties to the Merger upon request and free of cost.

ARTICLE VI
Certificate of Incorporation

The Certificate of Incorporation of BDI as in effect prior to the Merger shall be


the Certificate of Incorporation of the surviving corporation. No amendments to the Certificate of Incorporation of BDI are being effected in connection with this Certificate of Merger.

ARTICLE VII
Effective Date

This Certificate of Merger shall be effective upon filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned, being the Secretary of BriteSmile Development, Inc., a Delaware corporation, certifies and verifies, under penalties of perjury, that the facts stated in this Certificate of Merger are true and executes and delivers this Certificate of Merger this 31st day of December 2003.

BriteSmile Development, Inc.,
a Delaware corporation

By: 
Jeffrey Jones, Secretary