

CT CORPORATION SYSTEM

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FILED
MAR 30 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Britesmile Leasing, Inc.

0

200003931832--2
-03/30/01-01080-002
*****70.00 *****70.00

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

3/30/01

Order#: 3766994

Ref#: _____

Amount: \$ _____

RECEIVED
01 MAR 30 PM 12:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. BriteSmile Leasing, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 68-0470048
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. 02/13/2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qual
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 490 North Wiget Lane, Walnut Creek, CA 94598
(Principal office address)

same
(Current mailing address)

To lease teeth whitening equipment and devices.

8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: _____

C T Corporation System

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

SEE ATTACHMENT

Chairman: John L. Reed

Address: 490 North Wiget Lane

Walnut Creek, CA 94598

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: John L. Reed

Address: 490 North Wiget Lane

Walnut Creek, CA 94598

Vice President: Miles Nikaido

Address: 490 North Wiget Lane

Walnut Creek, CA 94598

Secretary: Peter Hausback

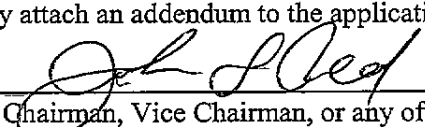
Address: 490 North Wiget Lane Walnut Creek, CA 94598

Treasurer: Peter Hausback

Address: 490 North Wiget Lane Walnut Creek, CA 94598

SEE ATTACHMENT

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John L. Reed, President
(Typed or printed name and capacity of person signing application)

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MAR 30 PM 2:45
CLERK OF STATE
TALLAHASSEE, FLORIDA

Attachment to Florida
Application By Foreign Corporation for Authorization to Transact Business In Florida

Officers & Directors

1. Full Name: John L. Reed
Officer/Director: Officer, Director
Officer's Title: President
Director's Title: Chairman
Business Address: 490 North Wiget Lane
City: Walnut Creek
State: CA
ZIP Code: 94598
2. Full Name: Peter Hausback
Officer/Director: Officer
Officer's Title: Secretary/Treasurer
Business Address: 490 North Wiget Lane
City: Walnut Creek
State: CA
ZIP Code: 94598
3. Full Name: Jeffrey M. Jones
Officer/Director: Officer
Officer's Title: Assistant Secretary
Business Address: 111 East Broadway, Suite 900
City: Salt Lake City
State: UT
ZIP Code: 84111
4. Full Name: Miles Nikaido
Officer/Director: Officer
Officer's Title: Vice President
Business Address: 490 North Wiget Lane
City: Walnut Creek
State: CA
ZIP Code: 94598

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "Britesmile Leasing, Inc." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF MARCH, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE...

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MAR 30 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1022217

DATE: 03-14-01