

RIGHTSMILE, INC.
Company Information and Disclosure Statement
For the period ending December 31, 2011

Part A: General Company Information

Item I. The exact name of the issuer and its predecessor (if any).

From August 2009 to Present	RightSmile, Inc.
From June 2007 to August 2009	Potential Holdings, Inc.
From June 2007 to July 2007	Axiom Management, Inc.
From May 2003 to June 2007	Green Power Energy Holdings, Corp
From Incorporation to May 2003	Dr. Owl Online, Inc.

Item II. The address of the issuer's principal executive offices.

5051 N. Dixie Highway
Boca Raton, FL 33431
(i) Phone: 561-404-4895
(ii) www.budgenius.com
(iii) admin@bgmedtech.com

Item III. The jurisdiction(s) and date of the issuer's incorporation or organization.

The issuer is a Corporation organized under the laws of the State of Nevada on or about February 2001.

Part B: Share Structure

Item IV. The exact title and class of securities outstanding.

Classes of Stock Outstanding:	Common
CUSIP:	76657X 10 3
Trading Symbol:	RIGH
Class of Stock Outstanding	Preferred Series A
CUSIP:	None
Trading Symbol:	None

Item V. Par or stated value and description of the security.

A. *Par or Stated Value.*
Common Stock: \$.0001
Preferred Stock: \$.001

B. *Common.*

1. Each share of Common Stock is entitled to one vote and do not have any preemptive rights. Dividends if any are declared at the discretion of the Board of Directors.
2. Material Rights of common stockholders: None.
3. Provision in charter or by-laws that would delay, defer or prevent a change in control of the issuer: None.

C. *Preferred*

1. Five million shares authorized of Class A Convertible Preferred stock, \$.001 par value, each share of Preferred converts in to 10,000 shares of Common Stock, has full voting rights.

Item VI. The number of shares or total amount of the securities outstanding for each class of securities authorized.

Common Stock:

(i)

	<u>For the period ending December 31</u>	
	2011	2010
Shares Authorized:	2,500,000,000	100,000,000
Shares Outstanding:	2,411,657,296	31,114,825
Float	2,324,836,336	26,263,244
Shareholders of Record	79	80

Preferred Stock

	<u>For the period ending December 31</u>	
	2011	2010
Shares Authorized:	5,000,000	5,000,000
Shares Outstanding:	865,000	0
Shareholders of Record	2	0

Part C: Business Information

Item VII. The name and address of the transfer agent.

Standard Registrar & Transfer Co., Inc.
 12525 South 1840 East
 Draper, UT 84020
 P: (801) 571-8844 F: (801) 571-2551

Standard Registrar & Transfer Co., Inc. is a Transfer Agent registered under the Securities Exchange Act of 1934.

Item VIII. The nature of the issuer's business.

A. Business Development.

1. Form of organization of the issuer: Nevada Corporation.
2. Year organized: 2001
3. Fiscal year end date: 12/31
4. Whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding: No
5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets: None.
6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments: None.
7. Any change of control: None
8. Any increase of 10% or more of the same class of outstanding equity securities: Yes, Common stock increased to settle outstanding debt of the Company.
9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization: None.
10. Any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board: None.
11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator: None.

B. Business of the Issuer.

1. Primary SIC: 5087
2. The issuer is presently conducting operations
3. The issuer has never been considered a "shell company."
- b. Names of any parent, subsidiary, or affiliate of the issuer: The Company currently has wholly owned subsidiaries: RightSmile R&D, Inc., RightSmile Technologies, Inc., RightSmile Universal, LLC, RightSmile USA, Inc., Dentigel, LLC, and LWZ, LLC, RS Brands, Inc, DevTek, LLC.
1. Effect of existing or probable governmental regulations on the business: None
2. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers: None
3. Costs and effects of compliance with environmental laws: None
4. The issuer presently employs 2 full time employees.

Item IX. The nature of products or services offered.

About DevTek

DevTek has managed to evolve with technology while grasping opportunity in the marketing industry. These services include a state of the art hosting platform for client and "non clients" wanting to host their websites on the DevTek technology platform. This gives DevTek an opportunity to introduce new services and solutions to their clients while enhancing their customer retention rate. DevTek service's include conceptual design, custom programming, SEO, campaign management, printing, iPhone application development, email marketing, SMS text marketing and many other marketing strategies both on and off line.

- A. Principal products or services and their markets: Web development, printing and graphics
- B. Distribution methods of the products or services: Online, offline and physical distribution
- C. The status of publicly announced new products or services are provided via news releases. None
- D. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition: The business nature is very fragmented and margins within the printing sector are small depending on volume. DevTek enjoys a base of clients it has worked with for years giving it the ability to produce much of its revenue from existing customers thereby increasing margins. DevTek enjoys a steady stream of referrals reducing the cost of retaining a new client.
- E. Availability of raw materials: N/A
- F. The issuer is not dependent on one or a few major customers. No
- G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration: None.
- H. The need for any governmental approval of principal products or services and the status of any requested government approvals: None.

Item X. The nature and extent of the issuer's facilities.

1,000 square foot office / warehouse facility located in a business park equipped with workstations, equipment, etc. with ample parking.

Part D: Management Structure and Financial Information.

Item XI. The name of the chief executive officer, members of the board of directors, as well as control persons.

- A. Officers and Directors.

I. President

- i. Randy Schneider
- ii. 5051 North Dixie Highway Boca Raton FL 33431
- iii. Employment History:

March 10, 2010 - has been the president and director of Kazore Holdings, Inc., a web development, graphic design and marketing company.

From February 2009 to March 2010, Mr. Schneider was a managing member of Kazore LLC, DBA Full Spectrum Media, a web development, graphic design and marketing company founded by Mr. Schneider, which was acquired by Kazore Holdings, Inc.

From January 2005 to September 2008, Mr. Schneider was President of Full Spectrum Media, Inc., a web development, graphic design and marketing company founded by Mr. Schneider.

From February 1999 to September 2007, Mr. Schneider was owner, president and director of Randport, Inc., a marketing company.

From December 2005 to September 2007, Mr. Schneider was director of Generator Nation, Inc., a company that sold generators.

From March 2005 to September 2008, Mr. Schneider was vice president and director of E-Bove, Inc., a marketing company that promoted car dealerships.

From March 2005 to September 2008, Mr. Schneider was vice president and director of 3-Spear, Inc., a web design company.

From November 2004 to September 2005, Mr. Schneider was owner and director of Media Intersection, Inc., a software company.

- iv. Board memberships and other affiliations: None
- v. Compensation by issuer:
- vi. Number and class of issuer's securities beneficially owned. None

B. Legal/Disciplinary History.

1. Randy Schneider:

- i. Conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding: None
- ii. Entry of an order, judgment or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities: None
- iii. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a

violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended or vacated:
None

iv. Entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities: None.

- C. Disclosure of Family Relationships. None.
- D. Disclosure of Related Party Transactions. None.
- E. Disclosure of Conflicts of Interest. None.

Item XII: Financial information for issuer's most recent fiscal period.

RightSmile, Inc.
Consolidated Balance Sheets
December 31, 2011 & 2010
(Unaudited)

	December 31,	
	<u>2011</u>	<u>2010</u>
ASSETS		
Current assets		
Cash	\$ 7,364	182
Accounts receivable	70,832	33,738
Inventory	11,131	9,339
Total current assets	<u>89,326</u>	<u>43,258</u>
Fixed assets		
Investment in subsidiaries	416,489	10,644
Organization costs	60,000	
	<u>35,275</u>	<u>45,875</u>
TOTAL ASSETS	<u>\$ 601,089</u>	<u>99,777</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 32,307	20,893
Notes payable	241,479	149,137
Officer loans	12,480	6,480
Accrued interest	126,083	33,350
Total current liabilities	<u>412,349</u>	<u>209,860</u>
Total liabilities	412,349	209,860
Stockholders' equity (deficit)		
Common stock - \$.0001 par value 2,500,000,000 shares authorized, 2,411,657,296 shares issued and outstanding in 2011; \$.001 par value 100,000,000 authorized 113,084,204 issued and outstanding in 2010	241,166	11,308
Preferred Stock - \$001 par value 5,000,000 authorized 865,000 shares issued and outstanding in 2011 and none in 2010	865	-
Additional paid in capital	2,079,469	1,895,854
Treasury stock	(100,000)	(100,000)
Accumulated deficit	(2,032,760)	(1,917,246)
Total stockholders' equity (deficit)	<u>188,740</u>	<u>(110,083)</u>
TOTAL LIABILITIES AND STOCKHOLDERS'	<u>\$ 601,089</u>	<u>99,777</u>

EQUITY

The accompanying Notes are an integral part of the Financial Statements

RightSmile, Inc.
Consolidated Statements of Operations
For the Years Ended December 31, 2011 & 2010
(unaudited)

	December 31,	
	<u>2011</u>	<u>2010</u>
Sales	\$ 125,239	64,529
Cost of Sales	<u>34,266</u>	<u>22,454</u>
Gross Margin	<u>90,973</u>	<u>42,075</u>
Expenses:		
Officers' payroll	-	314,687
Interest Expense	48,552	67,988
Depreciation & amortization	59,727	5,441
Selling, general and administration expense	<u>98,208</u>	<u>174,208</u>
Total Expenses	<u>206,487</u>	<u>562,325</u>
Net income (loss) from operations	(115,514)	(520,250)
Net income (loss)	<u>\$ (115,514)</u>	<u>(520,250)</u>
(Loss) per share	<u>\$ (0.00)</u>	<u>(0.04)</u>
Weighted average shares outstanding	<u>1,024,359,374</u>	<u>11,799,080</u>

The accompanying Notes are an integral part of the Financial Statements

RightSmile, Inc.
Consolidated Statement of Stockholders' Equity
For the Year Ended December 31, 2011
(unaudited)

	Common Stock		Preferred Stock		Additional Paid in Capital	Accumulated Deficit
	Shares	Par	Shares	Par		
Balance 12-31-2010	113,084,204	\$ 11,308	-	\$ -	\$ 1,895,854	\$ (1,917,246)
Issuance of 2,298,573.093 common shares in exchange for \$120,046 of liabilities	2,298,573,092	229,857			(109,811)	
Issuance of 800,000 preferred shares in exchange for \$150,000 of liabilities			800,000	800	149,200	
Issuance of 65,000 preferred shares for the purchase of Kazore, Inc.				65	144,226	
Net loss year ended 12-31-2011						(115,514.10)
Balance 12-31-2011	2,411,657,296	241,166	800,000	865	2,079,469	(2,032,760)

The accompanying Notes are an integral part of the Financial Statements

RightSmile, Inc.
Consolidated Statements of Cash Flow
For the Year Ended December 31, 2011 & 2010
(unaudited)

	<u>September 30,</u>	
	<u>2011</u>	<u>2010</u>
Cash at beginning of Year	\$ 182	1,866
Operations:		
Net Income (loss) from operations	(160,921)	(520,250)
Depreciation and amortization	105,134	5,441
(Increase) decrease in accounts receivable	(16,789)	(27,073)
(Increase) decrease in Inventory	1,792	4,385
Increase (decrease) in accounts payable	11,414	14,232
Increase (decrease) in accrued officers' payroll	-	314,687
Increase in accrued interest	48,552	67,988
Other		(9,341)
Net cash flow from operations	<u>(10,818)</u>	<u>(149,931)</u>
Financing activities:		
Proceeds from notes payable	12,000	148,247
Officers loans	6,000	
Net cash flow from financing activities	<u>18,000</u>	<u>148,247</u>
Net Increase (decrease) in cash	7,182	(1,684)
Cash at March 31,	<u>\$ 7,364</u>	<u>182</u>

The accompanying Notes are an integral part of the Financial Statements

RightSmile, Inc.
Notes to Financial Statements
For the year Ended December 31, 2011 & 2010

HISTORY AND BACKGROUND

RightSmile, Inc. (The Company) was incorporated in Texas in February, 2001 under the name of Dr. Owl Online, Inc. as a company seeking to design internet websites promoting early childhood education development. The concept never took hold and the Company reorganized itself by merging with Green Power Energy Holdings, Inc. and relocated its corporate status to Delaware in 2003. In 2006, new management of the Company gained control and relocated the corporate status to Nevada by merging with a Nevada corporation incorporated under the name of Potential Holdings, Inc. On August 10 Potential Holdings, Inc. changed its name to RightSmile, Inc. On August 12, 2009 RightSmile USA, Inc. merged with RightSmile, Inc. The Company previously had a May 31 year end but is now changing to a December 31 year end.

RightSmile's core business changed from teeth whitening systems to conceptual design, custom programming, SEO, campaign management, printing, iPhone application development, email marketing, SMS text marketing and many other marketing strategies both on and off line. These services are offered through a wholly owned subsidiary DevTek, LLC.

FIXED ASSETS:

Fixed assets consists of the following:	<u>2011</u>	<u>2010</u>
Furniture and office equipment	\$ 36,575	2,411
Computer equipment	435,336	7,264
Vehicles	5,000	5,000
Total fixed assets	469,647	14,675
Less: accumulated depreciation	53,158	4,031
Net fixed assets	<u>\$ 416,489</u>	<u>10,644</u>

Depreciation has been amortized over 5 years with ½ year in the year of acquisition. In November 2010, warehouse equipment with a cost of \$3,934 was exchanged for forgiveness of a \$7,000 accounts payable.

NOTES PAYABLE

During the period under which new management gained control in 2006, funds were advanced to the Company to pay the ongoing legal, accounting, and regulatory fees required to remain in active status with all governmental agencies. These funds were periodically turned into notes payable with an 18% interest rate and were written due as demand notes. Two large notes of \$100,000 and \$350,000 originated with the Delaware Corporation (Green Power Energy Holdings, Inc.) And were later turned into demand notes also. In the first quarter, all notes except one with a principal of \$350,000 were forgiven. In addition, a note for \$100,000 was issued to the holder of 10,000,000 shares in exchange for his shares. The note is due August 12, 2010 and bears interest at the rate of 6%. During the year, the company issued notes for \$77,547, bearing

interest at the rate of 18%, convertible into shares of common stock at the lesser of the market price on the effective date of the note or par value per share. On September 15, 2009, the Company issued 3,000,000 shares to reduce the \$350,000 note by \$24,000. In addition, the Company assumed a demand note dated June 17, 2009 in the amount of \$253,500 bearing interest at the rate of 15%. This note was assumed from a similar company with RightSmile receiving working web sites along with marketing and strategic plans and other proprietary information. The Company issued a note on January 19, 2010 at the interest rate of 18%, convertible into shares of common stock at the lesser of the market price on the effective date of the note or par value per share. During the last quarter of 2010, \$358,536 of notes payable and \$227,864 of accrued interest were exchanged for 209,025,973 shares of common stock. For the six months ended November 30, 2010, notes payable and accrued interest of \$231,687 were exchanged for 1,453,975,801 shares of common stock. After the reverse stock split (see COMMON & PREFERRED STOCK note), notes payable of \$140,000 were exchanged for 92,333,334 shares of common stock. In 2011, notes payable and accrued interest of \$120,046 were exchanged for 2,298,573,092 shares of common stock and \$150,000 of notes payable were exchanged for 800,000 shares of preferred stock.

A summary of the notes is as follows:

<u>Year of Origin</u>	<u>2011</u>	<u>2010</u>
2010		149,137
2011	241,479	
Total	<u>241,479</u>	<u>149,137</u>
Accrued Interest	126,083	33,350

COMMON AND PREFERRED STOCK

Common and Preferred stock

In 2011, notes payable and accrued interest of \$120,046 were exchanged for 2,298,573,093 shares of common stock and \$150,000 of notes payable were exchanged for 800,000 shares of preferred stock. 65,000 shares of preferred were issued in connection with the purchase of Kazore, Inc.

EARNINGS PER SHARE

Earnings per share calculations are based upon shares giving effect to the reverse stock split.

FINANCIAL STATEMENTS

These financial statements have not been audited but have been prepared in accordance with generally accepted accounting principles. RightSmile has no reason to believe that the financial statements cannot be audited in accordance with generally accepted accounting principles.

SUBSEQUENT EVENTS

In January of 2011 RightSmile acquired 100% of BG Medical Technologies, Inc a marijuana testing company located in California. BG Medical has become the main focus of the Company. RightSmile still owns DevTek as a wholly owned subsidiary and is in the process and changing the name of the parent company from RightSmile to BG Medical.

Item XIV. Beneficial Owners.

The following persons beneficially own more than 5% of the issuer's equity securities:

Name	Address

Item XV. The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

1. Investment Banker: The issuer has not presently engaged an investment banker.
2. Promoters: The issuer has not presently engaged any promoters.
3. Counsel:
George J. Tate, PLLC
Attorney at Law
130 Main Street
P.O. Box 817
Abbeville, LA 70511
Telephone: 337-893-8335
4. Accountant or Auditor: The issuer has not presently engaged an accountant or auditor.
5. Public Relations Consultant(s): The issuer has not presently engaged public relations consultant(s).
6. Investor Relations Consultant: The issuer has not presently engaged an investor relations consultant
7. Other advisor(s): N/A

Item XVI. Management's Discussion and Analysis or Plan of Operation.

RightSmile, Inc., in February acquired 100% of Full Spectrum Media (FSM) in exchanged for 65,000 of our Series AA Preferred stock. We moved the teeth whitening business into another wholly owned subsidiary known as RS Brands, Inc. The Company had retained the main

personnel to operate the teeth whitening business and had hoped that with the combination of the marketing company FSM could grow revenues. In March of 2011 the two remaining officers and from the teeth whitening company resigned and all operations ceased.

In April of 2011 a lawsuit was initiated by RightSmile against Global Brands a company RightSmile had entered into an agreement to acquire. The suit sought the return of Company assets that were taken by the management of Global Brands. In June the Company created DevTek, LLC to service the clients of FSM and hold all the assets from FSM.

In October upon completion of the lawsuit the Company rescinded its acquisition of Full Spectrum Media and kept all the assets and clients as per the terms of the agreement as filed with the courts. The Company also rescinded the acquisition of Global Brands.

Off- Balance Sheet Arrangements.

1. Issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the financial condition. None.

Part E: Issuance History

Item XVII. List of securities offerings and shares issued for services in the past two years.

From January 1, 2010 to December 31, 2010 – 10,000 shares of Common stock where sold under Rule 504, the Company has filed a Form D.

From January 1, 2011 to December 31, 2011 - None

Part F: Exhibits

Item XVII. Material Contracts.

None

Item XIX. Articles of Incorporation and Bylaws.

See attached copies of Articles of Incorporation and Bylaws of the Issuer.

Item XX. Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

No purchases of equity securities by the issuer or affiliated purchasers have occurred.



I, Aaron Stanz, certify that:

1. I have reviewed this Company Information and Disclosure Statement of RightSmile, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated: 05-10-12

RightSmile, Inc

By: _____

A handwritten signature in black ink, appearing to read "Aaron Stanz", written over a horizontal line. The signature is stylized and somewhat illegible.

Aaron Stanz