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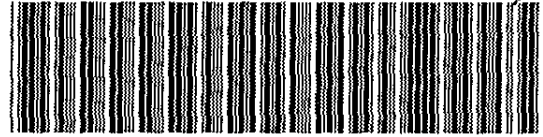
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CERTIFICATION

C. Coulliette OCT 30 2002

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

iReality Group USA, Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

**ARTICLES OF DISSOLUTION OF
iREALITY GROUP USA, INC.
A Florida Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1402 and 607.1405 of the Florida Business Corporation Act, iReality Group USA, Inc. (the "Corporation") hereby files these articles of dissolution and states:

1. The name of the corporation filing these articles of dissolution is iReality Group USA, Inc. (f/k/a Semtor, Inc.).
2. Dissolution was recommended by the Board of Directors of the Corporation and authorized by the required shareholder consent on October 29, 2002.
3. iReality Capital Corp Ltd., the holder of (a) 398,018,365 shares of Class A Common Stock in the Corporation, representing 100% of the outstanding shares of Class A Common Stock in the Corporation, and (b) at least 95% of the outstanding shares of voting stock in the Corporation, approved and authorized this dissolution by written consent dated October 29, 2002. The certificate of incorporation (as amended) and the by-laws (as currently in effect) require that the holders of a majority of the aggregate total of shares of Class A Common Stock and Common Stock (which classes are combined for such voting purposes) approve and authorize dissolution.
4. The effective date of dissolution of the Corporation is the date these articles of dissolution are filed with the Florida Secretary of State.

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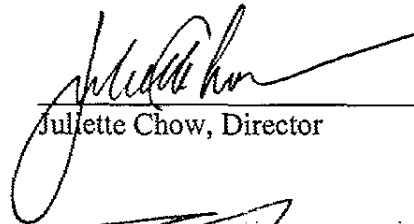
IN WITNESS WHEREOF, the undersigned, being all of the directors of this Corporation, have subscribed their names to these Articles of Dissolution as of the 29 day of October, 2002.



Thomas M. Britt, Director



Matthew J. Burlage, Director



Juliette Chow, Director



Ravindra Parthasarathy, Director

iREALITY GROUP USA, INC.
A Florida Corporation

Written Consent of Shareholder to
Dissolution of Corporation

Pursuant to Section 607.0704 of the Florida Business Corporation Act, the undersigned (the "Shareholder"), being the holder of (a) 398,018,365 shares of Class A Common Stock in iRealty Group USA, Inc. (the "Corporation"), representing 100% of the outstanding shares of Class A Common Stock in the Corporation, and (b) not less than 95% of the outstanding voting shares of stock in the Corporation, does hereby (i) waive notice of meeting and (ii) consent that the Corporation be dissolved pursuant to Sections 607.1401 through 607.1406 of the Florida Business Corporation Act effective the date that the Corporation files articles of dissolution with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned Shareholder, being holder of the shares of stock in the Corporation described above, has subscribed its name to this Consent as of the 29 day of October, 2002.

iRealty Capital Corp., Ltd.

By: 
Name:
Title:

iREALITY GROUP USA, INC.
A Florida Corporation

Unanimous Written Consent to
Action by the Board of Directors

Pursuant to Section 607.0821 of the Florida Business Corporation Act, the undersigned, being all of the directors of iReality Group USA, Inc. (the "Corporation"), do hereby (i) waive notice of meeting and (ii) consent that the following resolutions and actions be adopted as the resolutions and actions of the Board of Directors to have the same effect as if duly adopted at a formal meeting:

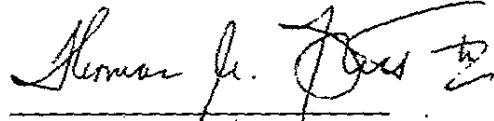
RESOLVED, that it is in the best interests of the Corporation to dissolve in accordance with Sections 607.1401 through 607.1406 of the Florida Business Corporation Act, and to execute, deliver and/or file any documents, instruments, certificates, consents, affidavits and papers (collectively, the "Documents") required or appropriate to effectuate, evidence, secure and perfect such dissolution; and be it further

RESOLVED, that the Board of Directors hereby proposes and recommends to the shareholders of the Corporation that the Corporation dissolve in accordance with Section 607.1401 through 607.1406 of the Florida Business Corporation Act effective the date that the Corporation files articles of dissolution with the Florida Secretary of State; and be it further

RESOLVED, that Keith Freeman or any other officer or director of the Corporation or their designated representatives be, and each of them hereby is, authorized, empowered and directed, in the name of and on behalf of the Corporation to enter into, execute, deliver and fully perform the Documents and any and all such other agreements, consents, amendments, supplements, modifications, certificates, instruments, special powers of attorney, documents, notices, requests, directions, approvals and other communications in connection therewith, and to perform all such other acts and things as any such officer may determine to be necessary, appropriate or convenient in connection with or in any matter related to such agreements, instruments and documents or for the purpose of otherwise carrying into effect the purposes of this and the foregoing resolutions, such determination to be evidenced conclusively by the taking of such action by any such officer; and be it further

RESOLVED, that all actions heretofore taken by the officers, directors and employees of the Corporation, or any agent or affiliates of the Corporation, to the date hereof in connection with the foregoing matters are hereby expressly confirmed, approved, ratified and adopted as acts of the Corporation, and all actions relating to, concerning or in connection with the Documents through the date of this instrument.

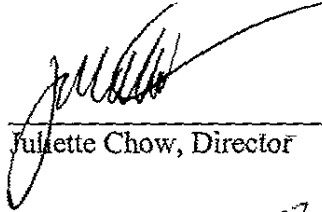
IN WITNESS WHEREOF, the undersigned, being all of the directors of this Corporation, have subscribed their names to this Consent as of the 29 day of October, 2002.



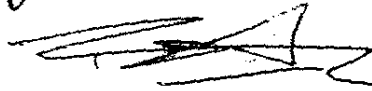
Thomas M. Britt, Director



Matthew J. Burlage, Director



Juliette Chow, Director



Ravindra Parthasarathy, Director