

Division of Corporations

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PO 1000000983

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0380

From: Account Name : ARNSTEIN & LEHR LLP
Account Number : I20060000021
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STATE DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

Lyric Jeans, Inc.

Certificate of Status	0
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ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
<u>Universal Media Holdings, Inc.</u>	<u>Florida</u>	<u>P01000000983</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
<u>Lyric Jeans, Inc.</u>	<u>Florida</u>	<u>P05000060955</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 CLERK OF THE CIRCUIT COURT
 IN AND FOR THE COUNTY OF
 LA SALLE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on February 22, 2006 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on February 22, 2006 and shareholder approval was not required.

(Attach additional sheets if necessary)

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PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Universal Media Holdings, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Lyric Jeans, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

Upon filing of these Articles of Merger and Plan of Merger;

1. The shareholders of Lyric Jeans Inc ("Lyric") shall exchange a total of 60,000,000 shares of the outstanding common stock of Lyric (which represents all of the outstanding shares of common stock of Lyric), for 39,000,000 shares of the restricted common stock of Universal Media Holdings, Inc. ("Universal"). This shall result in an exchange ratio of 1.538 shares of Lyric common stock for each (1) share of Universal restricted stock.
2. Lyric will be merged into Universal, Universal shall remain as the surviving entity of the merger and Lyric will be dissolved.
3. Universal will change its name to Lyric Jeans, Inc.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: REFER TO THIRD 1. (above)

(Attach additional sheets if necessary)

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

Article I of the Articles of Incorporation shall read in its entirety:

Corporate Name: The name of the Corporation is: Lyric Jeans, Inc.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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