

MA 96535

The May Department Stores Company
Office of Legal Counsel

Sarah J. Westover

VIA AIRBORNE
October 24, 2000

FILED
00 OCT 26 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ms. Annette Ramsey
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 33299

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Re: Articles of Merger merging the Pennsylvania Corporations (as defined below) into David's Bridal, Inc., a Florida corporation

Dear Ms. Ramsey:

Merger

Pursuant to our telephone conversation, I have enclosed duplicate originals of the Articles of Merger merging the following Pennsylvania Corporations into David's Bridal, Inc., a Florida corporation and the surviving corporation of the merger, to be filed with the Florida Department of State, Division of Corporations. Please note that none of the Pennsylvania Corporations are qualified to do business in the State of Florida. The Articles of Merger and the accompanying Agreement and Plan of Merger has been pre-approved by Doug Spitler of your office..

1. Davids Bridal Corporation
2. David's Bridal of Abington, Inc.
3. David's Bridal of Feasterville, Inc.
4. David's Bridal of Harrisburg, Inc.
5. David's Bridal of King of Prussia, Inc.
6. David's Bridal of Monroeville, Inc.
7. Davids Bridal Wearhouse of Wilkes-Barre, Inc.
8. DBDC Inc.
9. DBW Bridals, Inc.
10. 1001 Washington Street, Inc.

If the Articles of Merger meet with your approval, please file them in duplicate original and return one file-stamped original to me in the enclosed, self-addressed Federal Express envelope. Please call me collect at (314) 342-6468 if you have any questions or concerns regarding this filing. I have enclosed a \$393.75 check made payable to the Florida Department of State to cover the filing fee (\$385/\$35 filing fee per corporation) and the cost of a certified copy (\$8.75).

Your prompt attention to this matter is greatly appreciated. Thank you for your assistance.

Very truly yours,

Sarah Westover
Sarah J. Westover
Senior Legal Assistant

Enclosure

s:\westosj\letters\dbimerge.fl

AKR
10/26/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

DAVID'S BRIDAL CORPORATION, a PA corp. not authorized in Fla

DAVID'S BRIDAL OF ABINGTON, INC., a PA corp. not authorized in Fla

DAVID'S BRIDAL OF FEASTERVILLE, INC., a PA corp. not authorized in Fla

DAVID'S BRIDAL OF HARRISBURG, INC., a PA corp. not authorized in Fla

DAVID'S BRIDAL OF KING OF PRUSSIA, INC., a PA corp. not authorized in Fla

DAVID'S BRIDAL OF MONROEVILLE, INC., a PA corp. not authorized in Fla

DAVID'S BRIDAL WEARHOUSE OF WILKES-BARRE, INC., a PA corp. not
authorized in Fla

DBDC INC., a PA corp not authorized in Fla

DBW BRIDALS, INC., a PA corp not authorized in Fla

1001 WASHINGTON STREET, INC., a PA corp not authorized in Fla

INTO

DAVID'S BRIDAL, INC., a Florida entity, L96535

File date: October 26, 2000

Corporate Specialist: Annette Ramsey

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, F.S.

First: the name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>David's Bridal, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
David's Bridal Corporation	Pennsylvania
David's Bridal of Abington, Inc.	Pennsylvania
David's Bridal of Feasterville, Inc.	Pennsylvania
David's Bridal of Harrisburg, Inc.	Pennsylvania
David's Bridal of King of Prussia, Inc.	Pennsylvania
David's Bridal of Monroeville, Inc.	Pennsylvania
David's Bridal Wearhouse of Wilkes-Barre, Inc.	Pennsylvania
DBDC Inc.	Pennsylvania
DBW Bridals, Inc.	Pennsylvania
1001 Washington Street, Inc.	Pennsylvania

Third: The Plan of Merger is attached as Exhibit A.

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 in the future.)

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 October 18, 2000 and shareholder approval was not required.

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

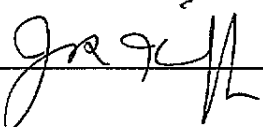
The Plan of Merger was adopted by the shareholders of the merging corporations(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on October 18, 2000 and shareholder approval was not required.

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

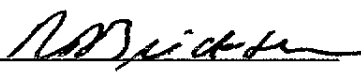
<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed/Printed Name of Individual & Title</u>
David's Bridal, Inc. (Surviving Corporation)		Jan R. Kniffen, Vice President

Merging Corporations

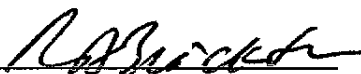
Dauids Bridal Corporation		Richard A. Brickson, Vice President & Secretary
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David's Bridal of Abington, Inc.		Richard A. Brickson, Vice President & Secretary
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David's Bridal of Feasterville, Inc.		Richard A. Brickson, Vice President & Secretary
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David's Bridal of Harrisburg, Inc.		Richard A. Brickson, Vice President & Secretary
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David's Bridal of King of Prussia, Inc.		Richard A. Brickson, Vice President & Secretary
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David's Bridal of Monroeville, Inc.		Richard A. Brickson, Vice President & Secretary
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Dauids Bridal Wearhouse of Wilkes-Barre, Inc.		Richard A. Brickson, Vice President & Secretary
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DBDC Inc.		Richard A. Brickson, Vice President & Secretary
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DBW Bridals, Inc.		Richard A. Brickson, Vice President & Secretary
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1001 Washington Street, Inc.		Richard A. Brickson Vice President & Secretary
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EXHIBIT A

AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), dated this 18th day of October, 2000, pursuant to Sections 607.1103, 607.1104, 607.1105 and 607.1106 of the Florida Business Corporation Act (the "Florida Act") and Title 15, Sections 1922, 1924 and 1926 of the Pennsylvania Business Corporation Law (the "Pennsylvania Law"), between the Pennsylvania corporations set forth in Exhibit 1 (hereinafter referred to collectively as the "Pennsylvania Corporations") and David's Bridal, Inc., a Florida corporation (hereinafter referred to as "DBI" or as the "Surviving Corporation").

WHEREAS, DBI is the legal and beneficial holder of all the issued and outstanding shares of stock of the Pennsylvania Corporations and deems it to be in the best interests of the constituent corporations to merge the Pennsylvania Corporations into DBI;

NOW, THEREFORE, DBI and the Pennsylvania Corporations hereby agree as follows:

1. The Pennsylvania Corporations shall be merged with and into their sole shareowner, DBI, which shall be the surviving corporation of the merger. None of the Pennsylvania Corporations are qualified to do business in the State of Florida, the state of incorporation of DBI.
2. The Merger Agreement has been approved and adopted by the board of directors of each of DBI and the Pennsylvania Corporations by unanimous written consent in lieu of a special meeting on October 18, 2000 in accordance with the provisions of Sections 607.1103 (7) and 607.0821 of the Florida Act and Title 15, Sections 1924 (b)(3) and 1727 of the Pennsylvania Law.
3. Articles of Merger shall be filed with the Florida Department of State, Division of Corporations on behalf of DBI, pursuant to Section 607.1105 of the Florida Act and with the Commonwealth of Pennsylvania, Department of State on behalf of the Pennsylvania Corporations pursuant to Title 15, Section 1926 of the Pennsylvania Law.
4. DBI was incorporated in the State of Florida on August 29, 1990 under the name Phillie Bridals, Inc. An amendment changing the name of the corporation to David's Bridal, Inc. was filed on September 1, 1995 with the Florida Department of State.
5. DBI was qualified to do business in the State of Pennsylvania on June 3, 1991 under the name Phillie Bridals, Inc. An Amended Certificate of Authority was filed with the Commonwealth of Pennsylvania, Department of State on August 4, 1997 which changed the name of the corporation to David's Bridal, Inc.

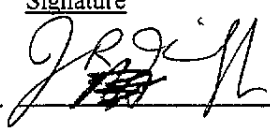
6. The Third Amended and Restated Articles of Incorporation (the "Restated Articles") of DBI shall be the Restated Articles of the Surviving Corporation.

7. All of the issued and outstanding shares of the Pennsylvania Corporations shall be canceled without consideration upon the effective date of the merger. Each share of DBI before the merger will represent the same number of shares of the Surviving Corporation after the merger.

8. The officers and directors of DBI shall be the officers and directors of the Surviving Corporation and shall hold office from the effective date of the merger until their respective successors are duly elected or appointed and qualified in the manner provided in the Restated Articles and the By-Laws of the Surviving Corporation or as otherwise provided by law.

9. Upon the effective date of the merger, the rights, privileges, liabilities, obligations, powers and franchises and all and every other interest of each of the Pennsylvania Corporations and DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Title 15, Section 1929 of the Pennsylvania Law.

IN WITNESS WHEREOF, the constituent corporations party to this Merger Agreement have caused this Merger Agreement to be executed by Jan R. Kniffen, Vice President of David's Bridal, Inc., and Richard A. Brickson, Vice President and Secretary of the Pennsylvania Corporations, on this 18th day of October, 2000.

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed/Printed Name of Individual & Title</u>
David's Bridal, Inc. (Surviving Corporation)		Jan R. Kniffen, Vice President

Merging Corporations

David's Bridal Corporation		Richard A. Brickson, Vice President & Secretary
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David's Bridal of Abington, Inc.		Richard A. Brickson, Vice President & Secretary
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David's Bridal of Feasterville, Inc.		Richard A. Brickson, Vice President & Secretary
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David's Bridal of Harrisburg, Inc.		Richard A. Brickson, Vice President & Secretary
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David's Bridal of King of Prussia, Inc.		Richard A. Brickson, Vice President & Secretary
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David's Bridal of
Monroeville, Inc.



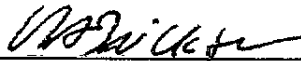
Richard A. Brickson,
Vice President & Secretary

Davids Bridal Wearhouse
of Wilkes-Barre, Inc.



Richard A. Brickson,
Vice President & Secretary

DBDC Inc.



Richard A. Brickson,
Vice President & Secretary

DBW Bridals, Inc.



Richard A. Brickson,
Vice President & Secretary

1001 Washington Street, Inc.



Richard A. Brickson,
Vice President & Secretary

EXHIBIT 1

PENNSYLVANIA CORPORATIONS TO BE MERGED INTO DAVID'S BRIDAL, INC. (a Florida corp.)

 Davids Bridal Corporation
 David's Bridal of Abington, Inc.
 David's Bridal of Feasterville, Inc.
 David's Bridal of Harrisburg, Inc.
 David's Bridal of King of Prussia, Inc.
 David's Bridal of Monroeville, Inc.
 Davids Bridal Wearhouse of Wilkes-Barre, Inc.
 DBDC Inc.
 DBW Bridals, Inc.
 1001 Washington Street, Inc.