

MAY L96535

The May Department Stores Company
Office of Legal Counsel

Sarah J. Westover

Personal & Confidential

VIA AIRBORNE
November 21, 2000

FILED
00 NOV 27 PM 4:49
DEPT. OF STATE
TALLAHASSEE, FLORIDA

Mr. Doug Spitler
Florida Department of State
Division of Corporations
409 Gaines Street
Tallahassee, FL 33299

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

Dear Mr. Spitler:

I have enclosed duplicate originals of the Articles of Merger merging the Ohio corporations set forth below into David's Bridal, Inc., a Florida corporation and the surviving corporation of the merger, to be filed with the Florida Department of State. Please note that none of the Ohio corporations are qualified to do business in the State of Florida. You pre-approved the form Articles of Merger and the accompanying Agreement and Plan of Merger.

1. David's Bridal of Cleveland, Inc.
2. David's Bridal of Mayfield Heights, Inc.
3. Davids Bridal Wearhouse of Columbus Ohio, Inc.
4. David's Bridal of Cincinnati, Inc.
5. David's Bridal of Dayton, Inc.
6. David's Bridal of Toledo, Inc.

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***253.75 ***253.75

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. I have enclosed a \$253.75 check made payable to the Florida Department of State to cover the filing fee (\$245/\$35 filing fee per corporation) and the cost of a certified copy (\$8.75).

If you have any questions or concerns regarding these filings, please call me collect at the telephone number noted below. Many thanks for your prompt attention to this matter.

Very truly yours,

Sarah Westover

Sarah J. Westover
Senior Legal Assistant

Merger
11-27-00
MS

Enclosure

s:\westosj\letters\dbi merge.fl5.wpd

ARTICLES OF MERGER
Merger Sheet

MERGING:

David's Bridal of Cleveland, Inc., a Ohio corporation not qualified in Florida

David's Bridal of Mayfield Heights, Inc., a Ohio corporation not qualified in Florida

David's Bridal Wearhouse of Columbus Ohio, Inc., a Ohio corporation not qualified in Florida

David's Bridal of Cincinnati, Inc., a Ohio corporation not qualified in Florida

David's Bridal of Dayton, Inc., a Ohio corporation not qualified in Florida

David's Bridal of Toledo, Inc., a Ohio corporation not qualified in Florida

INTO

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

File date: November 27, 2000

Corporate Specialist: Doug Spitler

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 of Cleveland, Inc.	Ohio
David's Bridal of Mayfield Heights, Inc.	Ohio
Davids Bridal Wearhouse of Columbus Ohio, Inc.	Ohio
David's Bridal of Cincinnati, Inc.	Ohio
David's Bridal of Dayton, Inc.	Ohio
David's Bridal of Toledo, Inc.	Ohio

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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 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 October 18, 2000 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

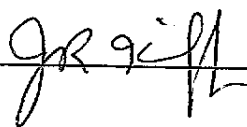
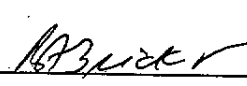
<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed/Printed Name of Individual & Title</u>
David's Bridal, Inc. (Surviving Corporation)		Jan R. Kniffen, Vice President
<u>Merging Corporations</u>		
David's Bridal of Cleveland, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Mayfield Heights, Inc.		Richard A. Brickson, Vice President & Secretary
Davids Bridal Wearhouse of Columbus Ohio, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Cincinnati, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Dayton, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Toledo, Inc.		Richard A. Brickson, Vice President & Secretary

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 Section 1701.80 of the Ohio Code, between the Ohio corporations set forth in Exhibit 1 (hereinafter referred to collectively as the "Ohio 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 Ohio Corporations and deems it to be in the best interests of the constituent corporations to merge the Ohio Corporations into DBI;

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

1. The Ohio Corporations shall be merged with and into their sole shareowner, DBI, which shall be the surviving corporation of the merger. None of the Ohio 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 Ohio 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 Sections 1701.54 and 1701.80(c)(1) of the Ohio Code.

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 a Certificate of Merger shall be filed with the Ohio Secretary of State on behalf of the Ohio Corporations pursuant to Section 1701.81 of the Ohio Code.

4. As to each Ohio Corporation, the designation and number of outstanding shares of the common stock of each Ohio Corporation and the number of such shares owned by the Surviving Corporation are as follows:

<u>Name of the Subsidiary Corporation</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Outstanding Shares Owned by the Surviving Corporation</u>
David's Bridal of Cleveland, Inc.	100 Common Shares	100 Common Shares
David's Bridal of Mayfield Heights, Inc.	100 Common Shares	100 Common Shares
Davids Bridal Wearhouse of Columbus Ohio, Inc.	100 Common Shares	100 Common Shares
David's Bridal of Cincinnati, Inc.	100 Common Shares	100 Common Shares
David's Bridal of Dayton, Inc.	100 Common Shares	100 Common Shares
David's Bridal of Toledo, Inc.	100 Common Shares	100 Common Shares

5. 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.

6. DBI was qualified to do business in the State of Ohio on November 2, 1993 under the name Phillie Bridals, Inc. An Amended Certificate of Authority was filed with the Ohio Secretary of State on September 25, 1995 which changed the name of the corporation to David's Bridal, Inc.

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

8. All of the issued and outstanding shares of the Ohio 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.

9. 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.

10. The location of the principal office of the Surviving Corporation in its state of incorporation is c/o Philip Youtie, 1994 Northeast 36 Place, Aventura, Florida 33180.

11. The Surviving Corporation hereby consents to be sued and served with process in the State of Ohio on behalf of the Ohio Corporations and irrevocably appoints the Ohio Secretary of State as its agent to accept service of process in any proceeding in Ohio to enforce against the Surviving Corporation any obligation of each of the Ohio Corporations.

12. 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 Ohio Corporations and DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Sections 1701.80 and 1701.82 of the Ohio Code.

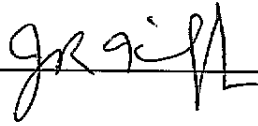
IN WITNESS WHEREOF, the constituent corporations party to this Merger Agreement have caused this Merger Agreement to be executed by Jan R. Kniffen, Vice President of David's Bridal, Inc., and Richard A. Brickson, Vice President and Secretary of the Ohio Corporations, on this 18th day of October, 2000.

Name of Corporation

Signature

Typed/Printed Name of Individual & Title

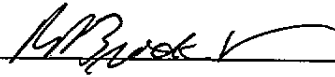
David's Bridal, Inc.
(Surviving Corporation)



Jan R. Kniffen, Vice President

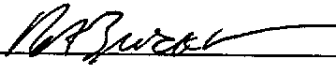
Merging Corporations

David's Bridal of Cleveland, Inc.



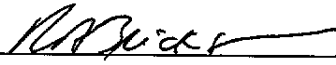
Richard A. Brickson,
Vice President & Secretary

David's Bridal
of Mayfield Heights, Inc.



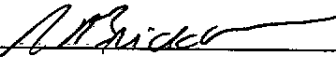
Richard A. Brickson,
Vice President & Secretary

Davids Bridal Wearhouse
of Columbus Ohio, Inc.



Richard A. Brickson,
Vice President & Secretary

David's Bridal of Cincinnati, Inc.



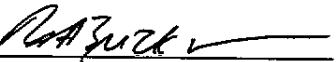
Richard A. Brickson,
Vice President & Secretary

David's Bridal of Dayton, Inc.



Richard A. Brickson,
Vice President & Secretary

David's Bridal of Toledo, Inc.



Richard A. Brickson,
Vice President & Secretary

EXHIBIT 1

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

David's Bridal of Cleveland, Inc.
David's Bridal of Mayfield Heights, Inc.
Davids Bridal Wearhouse of Columbus Ohio, Inc.
David's Bridal of Cincinnati, Inc.
David's Bridal of Dayton, Inc.
David's Bridal of Toledo, Inc.