

MAY

L96535

FILED

00 DEC 29 PM 4: 32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The May Department Stores Company
Office of Legal Counsel

Sarah J. Westover

Personal & Confidential

VIA AIRBORNE
December 27, 2000

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

800003517629--7
-01/02/01--01008--003
****428.75 ****428.75

Re: Articles of Merger merging the California 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 following California 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 California Corporations are qualified to do business in the State of Florida.

1. David's Bridal of Vista, Inc.
2. David's Bridal of Ontario, Inc.
3. David's Bridal of Long Beach, Inc.
4. David's Bridal of Torrence, Inc.
5. David's Bridal of Orange, Inc.
6. David's Bridal Costa Mesa, Inc.
7. David's Bridal of Oxnard, Inc.
8. David's Bridal of Northridge, Inc.
9. David's Bridal of La Mesa, Inc.
10. David's Bridal of Monrovia, Inc.
11. David's Bridal of Industry, Inc.

*Merger
1-8-01
BWS*

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 \$428.75 check made payable to the Florida Department of State to cover the filing fee (\$420/\$35 filing fee per corporation) and the cost of a certified copy (\$8.75).

I greatly appreciate your continued assistance with the David's Bridal, Inc. merger project. Thank you. I sincerely hope that you and your family have a joyous and blessed New Year.

Very truly yours,

Sarah J. Westover

Sarah J. Westover
Senior Legal Assistant

ARTICLES OF MERGER
Merger Sheet

MERGING:

DAVID'S BRIDAL OF VISTA, INC., a California corporation not qualified in Florida

DAVID'S BRIDAL OF ONTARIO, INC., a California corporation not qualified in Florida

DAVID'S BRIDAL OF LONG BEACH, INC., a California corporation not qualified in Florida

DAVID'S BRIDAL OF TORRENCE, INC., a California corporation not qualified in Florida

DAVID'S BRIDAL OF ORANGE, INC., a California corporation not qualified in Florida

INTO

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

File date: December 29, 2000

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
Merger Sheet

MERGING:

DAVID'S BRIDAL OF COSTA MESA, INC., a California corporation not qualified in Florida

DAVID'S BRIDAL OF OXNARD, INC., a California corporation not qualified in Florida

DAVID'S BRIDAL OF NORTHRIDGE, INC., a California corporation not qualified in Florida

DAVID'S BRIDAL OF LA MESA, INC., a California corporation not qualified in Florida

DAVID'S BRIDAL OF MONROVIA, INC., a California corporation not qualified in Florida

INTO

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

File date: December 27, 2000

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
Merger Sheet

MERGING:

DAVID'S BRIDAL OF INDUSTRY, INC., a California corporation not qualified in
Florida

INTO

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

File date: December 27, 2000

Corporate Specialist: Doug Spittler

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 Vista, Inc.	California
David's Bridal of Ontario, Inc.	California
David's Bridal of Long Beach, Inc.	California
David's Bridal of Torrence, Inc.	California
David's Bridal of Orange, Inc.	California
David's Bridal Costa Mesa, Inc.	California
David's Bridal of Oxnard, Inc.	California
David's Bridal of Northridge, Inc.	California
David's Bridal of La Mesa, Inc.	California
David's Bridal of Monrovia, Inc.	California
David's Bridal of Industry, Inc.	California

FILED
00 DEC 29 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

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)		Alan E. Charlson, Vice President

Merging Corporations

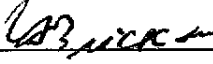



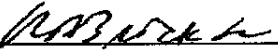



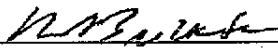
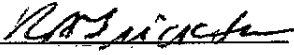
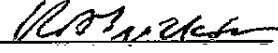
David's Bridal of Vista, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Ontario, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Long Beach, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Torrence, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Orange, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal Costa Mesa, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Oxnard, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Northridge, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of La Mesa, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Monrovia, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Industry, 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 1110 of the California Corporations Code (the "California Code"), between the California corporations set forth in Exhibit 1 (hereinafter referred to collectively as the "California 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 each of the California Corporations and deems it to be in the best interests of the California Corporations to merge the California Corporations into DBI;

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

1. The California Corporations shall be merged with and into their sole shareowner, DBI, which shall be the surviving corporation of the merger. None of the California 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 DBI and of each of the California 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 1110 and 307 of the California Code.
3. The applicable merger documents 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 California Secretary of State on behalf of the California Corporations pursuant to Section 1110 of the California Code.
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 California on March 24, 1997.
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 each of the California 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 California Corporations and DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Section 1110 of the California 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 California Corporations, on this 18th day of October, 2000.



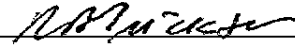
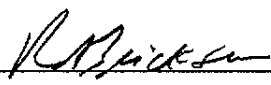

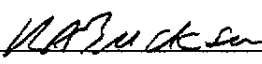
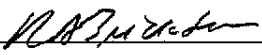

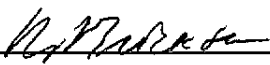



<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed/Printed Name of Individual & Title</u>
David's Bridal, Inc. (Surviving Corporation)		Alan E. Charlson, Vice President
<u>Merging Corporations</u>		
David's Bridal of Vista, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Ontario, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Long Beach, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Torrence, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Orange, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal Costa Mesa, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Oxnard, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Northridge, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of La Mesa, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Monrovia, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Industry, Inc.		Richard A. Brickson, Vice President & Secretary

EXHIBIT 1

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

David's Bridal of Vista, Inc.
David's Bridal of Ontario, Inc.
David's Bridal of Long Beach, Inc.
David's Bridal of Torrence, Inc.
David's Bridal of Orange, Inc.
David's Bridal Costa Mesa, Inc.
David's Bridal of Oxnard, Inc.
David's Bridal of Northridge, Inc.
David's Bridal of La Mesa, Inc.
David's Bridal of Monrovia, Inc.
David's Bridal of Industry, Inc.