

MAY

The May Department Stores Company
Office of Legal Counsel

Sarah J. Westover

L96535

FILED
JAN 12 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Personal & Confidential

VIA AIRBORNE
January 8, 2001

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

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****148.75 ****148.75

Re: Articles of Merger of the Delaware 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 Delaware 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. For your information, none of the following Delaware corporations are qualified to do business in the State of Florida.

1. David's Bridal Wearhouse Delaware, Inc.
2. David's Bridal, Inc.
3. David's Bridal of Wilmington, 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. I have enclosed a \$148.75 check made payable to the Florida Department of State to cover the filing fee (\$140/\$35 filing fee per corporation) and the cost of a certified copy (\$8.75).

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

Merger
1-12-00
mws

Very truly yours,



Sarah J. Westover
Senior Legal Assistant

Enclosure

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ARTICLES OF MERGER
Merger Sheet

MERGING:

DAVID'S BRIDAL WEARHOUSE DELAWARE, INC., a Delaware corporation not
qualified in Florida

DAVID'S BRIDAL, INC., a Delaware corporation not qualified in Florida

DAVID'S BRIDAL OF WILMINGTON, INC., a Delaware corporation not qualified
in Florida

INTO

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

File date: January 12, 2001

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>
David's Bridal, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
David's Bridal Wearhouse Delaware, Inc.	Delaware
David's Bridal, Inc.	Delaware
David's Bridal of Wilmington, Inc.	Delaware

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

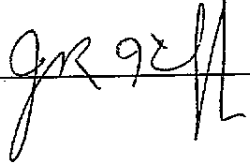
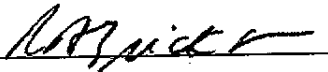
<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed/Printed Name of Individual & Title</u>
David's Bridal, Inc. (Surviving Corporation)		Jan R. Kniffen, Vice President
<u>Merging Corporations</u>		
David's Bridal Wearhouse Delaware, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Wilmington, 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 253 of the Delaware Code, between the Delaware corporations set forth in Exhibit 1 (hereinafter referred to collectively as the "Delaware 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 Delaware Corporations and deems it to be in the best interests of the Delaware Corporations to merge the Delaware Corporations into DBI;

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

1. The Delaware Corporations shall be merged with and into their sole shareowner, DBI, which shall be the surviving corporation of the merger. None of the Delaware 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 Delaware 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 253 and 141(f) of the Delaware 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 Ownership and Merger shall be filed with the Delaware Secretary of State on behalf of the Delaware Corporations, pursuant to Section 253 of the Delaware 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 Delaware on January 12, 1999.
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 Delaware 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. That the Surviving Corporation of the merger may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation party to this merger as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or proceeding to enforce the right of any shareowner as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware Code, and it does hereby irrevocably appoint the Delaware Secretary of State as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed to the Delaware Secretary of State is c/o David's Bridal, Inc., 1001 Washington Avenue, Conshohocken, Pennsylvania 19428 until the Surviving Corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made personally by delivering to and leaving with the Delaware Secretary of State duplicate copies of such process, one of which copies the Secretary of State shall forthwith send by registered mail to DBI at the above address.

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. Upon the effective date of the merger, the rights, privileges, powers, liabilities, obligations and franchises and all and every other interest of each of the Delaware Corporations and DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Section 253 of the Delaware Code.

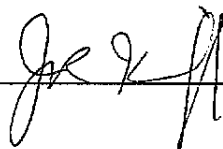
IN WITNESS WHEREOF, the constituent corporations party to this Merger Agreement have caused this Merger Agreement to be executed by Jan R. Kniffen, Vice President of David's Bridal, Inc., and Richard A. Brickson, Vice President and Secretary of the Delaware Corporations, on this 18th day of October,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

Richard A. Brickson

Richard A. Brickson,
Vice President & Secretary

David's Bridal, Inc.

Richard A. Brickson

Richard A. Brickson,
Vice President & Secretary

David's Bridal
of Wilmington, Inc.

Richard A. Brickson

Richard A. Brickson,
Vice President & Secretary

EXHIBIT 1

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

David's Bridal Wearhouse Delaware, Inc.
David's Bridal, Inc.
David's Bridal of Wilmington, Inc.

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