

MAY 96535

The May Department Stores Company
Office of Legal Counsel

Sarah J. Westover

FILED
01 FEB -5 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Personal & Confidential

VIA AIRBORNE
February 2, 2001

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

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****157.50 ****157.50

Re: Articles of Merger of the Michigan 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 Michigan 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 Michigan corporations are qualified to do business in the State of Florida.

1. David's Bridal of Detroit, Inc.
2. David's Bridal of Taylor, Inc.
3. David's Bridal of Flint, 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 \$157.50 check made payable to the Florida Department of State to cover the filing fee (\$140/\$35 filing fee per corporation), the cost of a certified copy of the merger document (\$8.75) and the fee for a 1-page certificate evidencing the merger (\$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.

Very truly yours,

Sarah Westover

Sarah J. Westover
Senior Legal Assistant

Merger
2-6-01
PMS

Enclosure

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ARTICLES OF MERGER
Merger Sheet

MERGING:

DAVID'S BRIDAL OF DETROIT, INC., a non qualified Michigan corporation

DAVID'S BRIDAL OF TAYLOR, INC., a non qualified Michigan corporation

DAVID'S BRIDAL OF FLINT, INC., a non qualified Michigan corporation

INTO

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

File date: February 5, 2001

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 Detroit, Inc.	Michigan
David's Bridal of Taylor, Inc.	Michigan
David's Bridal of Flint, Inc.	Michigan

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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 corporations(s) (COMPLETE ONLY ONE STATEMENT)

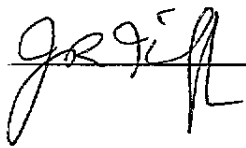
The Plan of Merger was adopted by the shareholders of the merging corporations(s) on _____.

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>
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David's Bridal, Inc. (Surviving Corporation)		Jan R. Kniffen, Vice President
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Merging Corporations

David's Bridal of Detroit, Inc.		Richard A. Brickson, Vice President & Secretary
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David's Bridal of Taylor, Inc.		Richard A. Brickson, Vice President & Secretary
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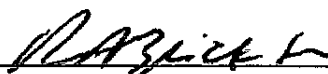
David's Bridal of Flint, Inc.		Richard A. Brickson, Vice President & Secretary
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EXHIBIT A

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 Sections 450.1711 and 450.1735 of the Michigan Compiled Laws (the "Michigan Laws"), between the Michigan corporations set forth in Exhibit 1 (hereinafter referred to collectively as the "Michigan 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 Michigan Corporations and deems it to be in the best interests of the Michigan Corporations to merge the Michigan Corporations into DBI;

NOW, THEREFORE, DBI and each of the Michigan Corporations hereby agree as follows:

1. The Michigan Corporations shall be merged with and into their sole shareowner, DBI, which shall be the surviving corporation of the merger. None of the Michigan 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 Michigan 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 Section 450.1711 of the Michigan 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 a Certificate of Merger shall be filed with the Michigan Department of Consumer and Industry Services, Bureau of Commercial Services (the "Michigan Corporation Bureau") on behalf of each of the Michigan Corporations pursuant to Section 450.1712 of the Michigan 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 Michigan on February 28, 1995 under the name Phillie Bridals, Inc. An Amended Certificate of Authority was filed with the Michigan Corporation Bureau on

November 6, 1996 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.

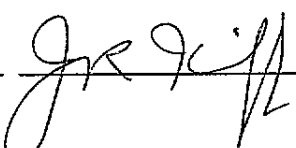
7. All of the issued and outstanding shares of each of the Michigan Corporations shall be canceled without consideration upon the effective date of the merger. Each share of DBI before the merger will represent the same number of shares of the Surviving Corporation after the merger.

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. The Surviving Corporation is liable, and is subject to service of process in a proceeding in the State of Michigan, for the enforcement of any obligation of a domestic corporation that is party to the merger, and in a proceeding for the enforcement of a right of a dissenting shareowner of a domestic corporation against the Surviving Corporation, and it irrevocably appoints the Secretary of State of Michigan as its agent to accept service of process in any action for the enforcement of any such obligation in accordance with Section 450.1735 of the Michigan Law.

10. 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 Michigan Corporations and DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Section 450.1724 of the Michigan 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 each of the Michigan 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
<u>Merging Corporations</u>		
David's Bridal of Detroit, Inc.		Richard A. Brickson, Vice President & Secretary

David's Bridal of Taylor, Inc.



Richard A. Brickson,
Vice President & Secretary

David's Bridal of Flint, Inc.



Richard A. Brickson,
Vice President & Secretary

EXHIBIT 1

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

David's Bridal of Detroit, Inc.
David's Bridal of Taylor, Inc.
David's Bridal of Flint, Inc.

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