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The May Department Stores Company
Office of Legal Counsel

Sarah J. Westover

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Personal & Confidential

VIA AIRBORNE
February 2, 2001

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

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

Dear Mr. Spittler:

I have enclosed duplicate originals of the Articles of Merger merging the Minnesota 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 Minnesota corporations are qualified to do business in the State of Florida.

1. David's Bridal of Minnesota, Inc.
2. David's Bridal of Roseville, Inc.
3. David's Bridal of Maple Grove, Inc.

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****148.75 ****148.75

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 \$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.

Very truly yours,

Sarah Westover

Sarah J. Westover
Senior Legal Assistant

merger
2-6-01
PAS

Enclosure

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ARTICLES OF MERGER
Merger Sheet

MERGING:

DAVID'S BRIDAL OF MINNESOTA, INC., a non qualified Minnesota corporation

DAVID'S BRIDAL OF ROSEVILLE, INC., a non qualified Minnesota corporation

DAVID'S BRIDAL OF MAPLE GROVE, INC., a non qualified Minnesota 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 Minnesota, Inc.	Minnesota
David's Bridal of Roseville, Inc.	Minnesota
David's Bridal of Maple Grove, Inc.	Minnesota

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

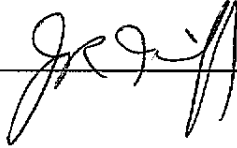
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed/Printed Name of Individual & Title

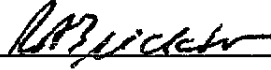
David's Bridal, Inc.
(Surviving Corporation)



Jan R. Kniffen, Vice President

Merging Corporations

David's Bridal of Minnesota, Inc.



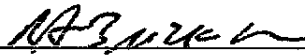
Richard A. Brickson,
Vice President & Secretary

David's Bridal of Roseville, Inc.



Richard A. Brickson,
Vice President & Secretary

David's Bridal
of Maple Grove, 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 302A.621 of the Minnesota Business Corporation Act (the "Minnesota Act"), between the Minnesota corporations set forth in Exhibit 1 (hereinafter referred to collectively as the "Minnesota 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 Minnesota Corporations and deems it to be in the best interests of the Minnesota Corporations to merge the Minnesota Corporations into DBI;

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

1. The Minnesota Corporations shall be merged with and into their sole shareowner, DBI, which shall be the surviving corporation of the merger. None of the Minnesota 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 Minnesota 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 302A.621 of the Minnesota Act.
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 Secretary of State of Minnesota on behalf of each of the Minnesota Corporations pursuant to Sections 302A.621 of the Minnesota Act.
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 Minnesota on November 4, 1996.
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 Minnesota 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 hereby agrees that it may be served with process in the State of Minnesota in any proceeding for the enforcement of an obligation of a constituent corporation and in any proceeding for the enforcement of the rights of a dissenting shareowner of a constituent corporation against it. The Secretary of State of Minnesota is irrevocably appointed as the Surviving Corporation's agent to accept service of process in any proceeding and the address to which process may be forwarded is c/o C T Corporation System, Inc., 405 Second Avenue South, Minneapolis, MN 55401. The Surviving Corporation will promptly pay to the dissenting shareowner of any corporation organized under the laws of the State of Minnesota which is a party to the merger the amount, if any, to which they are entitled under Section 302A.473 of the Act.

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 Minnesota Corporations and DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Section 302A.641 of the Minnesota Act.

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 Minnesota Corporations, on this 18th day of October, 2000.

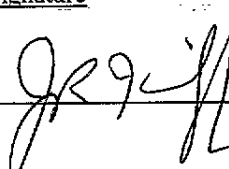
<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed/Printed Name of Individual & Title</u>
David's Bridal, Inc. (Surviving Corporation)		Jan R. Kniffen, Vice President
<u>Merging Corporations</u>		
David's Bridal of Minnesota, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Roseville, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Maple Grove, Inc.		Richard A. Brickson, Vice President & Secretary

EXHIBIT 1

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

David's Bridal of Minnesota, Inc.
David's Bridal of Roseville, Inc.
David's Bridal of Maple Grove, Inc.

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