

MAY L 96535

The May Department Stores Company
Office of Legal Counsel

Sarah J. Westover

Personal & Confidential

VIA AIRBORNE
February 19, 2001

FILED
01 FEB 22 PM 12:04
CLERK 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 David's Bridal of Albuquerque, Inc. (a New Mexico corporation) into David's Bridal, Inc. (a Florida corporation)

Dear Mr. Spitler:

I have enclosed duplicate originals of the Articles of Merger merging David's Bridal of Albuquerque, Inc., a New Mexico corporation, 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, David's Bridal of Albuquerque, Inc. is not qualified to do business in the State of Florida.

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 \$78.75 check made payable to the Florida Department of State to cover the filing fee (\$70/\$35 filing fee per corporation) and the cost of a certified copy of the merger document (\$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 J. Westover
Senior Legal Assistant

Merger
2-22-01
MS

Enclosure

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ARTICLES OF MERGER
Merger Sheet

MERGING:

DAVID'S BRIDAL OF ALBUQUERQUE, INC., a non qualified New Mexico
corporation

INTO

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

File date: February 22, 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 of Albuquerque, Inc.	New Mexico

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 _____.

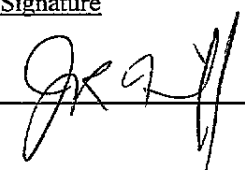
The Plan of Merger was adopted by the board of directors of the surviving corporation on October 18, 2000 and shareholder approval was not required.

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 on October 18, 2000 and shareholder approval was not required.

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

Merging Corporation

David's Bridal of Albuquerque, Inc.		Richard A. Brickson, Vice President & Secretary
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 53-14-5 and 53-14-7 of the New Mexico Business Corporation Act (the "New Mexico Act"), between David's Bridal of Albuquerque, Inc. a New Mexico corporation (the "New Mexico Corporation") 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 New Mexico Corporation and deems it to be in the best interests of the New Mexico Corporation to merge the New Mexico Corporation into DBI;

NOW, THEREFORE, DBI and the New Mexico Corporation hereby agree as follows:

1. The New Mexico Corporation shall be merged with and into its sole shareowner, DBI, which shall be the surviving corporation of the merger. The New Mexico Corporation is not 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 New Mexico Corporation 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 53-14-5(A) and 53-11-43 of the New Mexico 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 New Mexico Public Regulation Commission on behalf of the New Mexico Corporation pursuant to Section 53-14-5(C) of the New Mexico 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 New Mexico on March 1, 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 the New Mexico Corporation shall be canceled

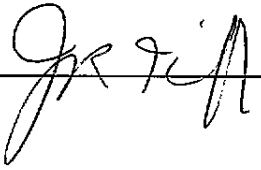
without consideration upon the effective date of the merger. Each share of DBI before the merger will represent the same number of shares of the Surviving Corporation after the merger.

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 (i) it may be served with process in the State of New Mexico in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareowner of any such domestic corporation against the Surviving Corporation; (ii) it irrevocably appoints the Secretary of State of the State of New Mexico as its agent to accept service of process in any such proceeding; and (iii) it will promptly pay to the dissenting shareowners of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the New Mexico Act with respect to the rights of dissenting shareowners.

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 New Mexico Corporation and DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Section 53-14-6 of the New Mexico 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 David's Bridal of Albuquerque, Inc., 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 Corporation</u>		
David's Bridal of Albuquerque, Inc.		Richard A. Brickson, Vice President & Secretary