

MAY

L 96535

The May Department Stores Company
Office of Legal Counsel

Sarah J. Westover

Personal & Confidential

VIA AIRBORNE
February 27, 2001

FILED
01 MAR - 1 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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Re: Articles of Merger of David's Bridal of Independence, MO, Inc. (a Missouri corporation) into David's Bridal, Inc. (a Florida corporation)

Dear Mr. Spittler:

I have enclosed duplicate originals of the Articles of Merger merging David's Bridal of Independence, MO, Inc., a Missouri 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. You have pre-approved the Agreement and Plan of Merger which is attached to the Articles of Merger as Exhibit A. For your information, David's Bridal of Independence, MO, 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 one-page certificate evidencing this 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
3-1-01
PWS

Enclosure

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ARTICLES OF MERGER
Merger Sheet

MERGING:

DAVID'S BRIDAL OF INDEPENDENCE, MO, INC., a non qualified Missouri
corporation

INTO

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

File date: March 1, 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 Independence, MO, Inc.	Missouri

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 _____.

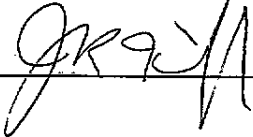
The Plan of Merger was adopted by the board of directors of the surviving corporation on October 18, 2000 and shareholder approval was not required.

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 sole director 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 Independence, MO, Inc.		Richard A. Brickson, Vice President & Secretary
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EXHIBIT A

AGREEMENT AND PLAN OF MERGER (the "Plan of Merger"), 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 351.447 and 351.458 of the General and Business Corporation Law of Missouri (the "Missouri Law"), between David's Bridal, Inc., a Missouri corporation (name to be changed to David's Bridal of Independence, MO, Inc. prior to the merger) (the "Subsidiary"), and David's Bridal, Inc. d/b/a David's Bridal of Independence, Inc. in Missouri (fictitious business name to be deleted prior to the merger), a Florida corporation (the "Parent").

WHEREAS, Parent is the legal and beneficial holder of all the issued and outstanding shares of stock of Subsidiary and deems it to be in the best interests of the constituent corporations to merge Subsidiary into Parent.

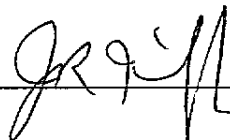
NOW, THEREFORE, Parent and Subsidiary hereby adopt the following Plan of Merger:

1. The number of outstanding shares of each class of Parent, the surviving corporation of the merger, is one thousand (1,000) shares of common stock.
2. The number of outstanding shares of each class of Subsidiary, the corporation to be merged, is one hundred (100) shares of common stock, all of which stock is owned by Parent.
3. All of the property, rights, privileges, leases and patents of Subsidiary are to be transferred to and become the property of Parent, the survivor. The officers and board of directors of each of Parent and Subsidiary are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.
4. The officers and board of directors of Parent shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation.
5. If the surviving corporation is a foreign corporation, it is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:
 - a. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the surviving corporation;
 - b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is c/o CT Corporation System, 120 South Central Avenue, Clayton, Missouri 63105;
 - c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.
6. The articles of incorporation of the survivor are not amended.

IN WITNESS WHEREOF, the constituent corporations party to this Plan of Merger have caused this Plan of Merger to be executed by Jan R. Kniffen, Vice President of Parent, and Richard A. Brickson, Vice President and Secretary of Subsidiary, on this 18th day of October, 2000.

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed/Printed Name of Individual & Title</u>
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David's Bridal, Inc. d/b/a David's Bridal of Independence, Inc. in Missouri (Surviving Corporation)
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Jan R. Kniffen, Vice President

<u>Merging Corporation</u>

David's Bridal, Inc.



Richard A. Brickson, Vice President & Secretary
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