

MAY 496535

The May Department Stores Company
Office of Legal Counsel

Sarah J. Westover

FILED

01 MAR -5 AM 11:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Personal & Confidential

VIA AIRBORNE
March 1, 2001

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

800003798228--9
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***218.75 ***218.75

Re: Articles of Merger of the New York 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 New York 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. Please note that none of the New York corporations are qualified to do business in the State of Florida.

1. David's Bridal of Albany, Inc.
2. Davids Bridal Wearhouse of Amherst, Inc.
3. David's Bridal Warehouse NY, Inc.
4. David's Bridal of Brooklyn, NY, Inc.
5. David's Bridal of Syracuse, 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 \$218.75 check made payable to the Florida Department of State to cover the filing fee (\$210/\$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 J. Westover

Sarah J. Westover
Senior Legal Assistant

*Merger
3-6-01
SJS*

Enclosure

s:\westosj\letters\lbi merge.fl6.wpd

ARTICLES OF MERGER
Merger Sheet

MERGING:

David's Bridal of Albany, Inc., a non qualified New York corporation

David's Bridal Wearhouse of Amherst, Inc., a non qualified New York corporation

David's Bridal Warehouse NY, Inc., a non qualified New York corporation

David's Bridal of Brooklyn, NY, Inc., a non qualified New York corporation

David's Bridal of Syracuse, Inc., a non qualified New York corporation

INTO

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

File date: March 5, 2001

Corporate Specialist: Doug Spitler

(Profit Corporations)

First: the name and jurisdiction of the surviving corporation is:

Jurisdiction

Florida

Name

Jurisdiction

New York

New York

New York

New York

New York

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)

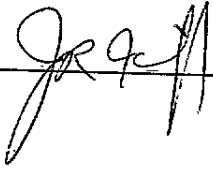
The Plan of Merger was adopted by the shareholders of the merging corporations(s) on _____

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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SECRETARY OF STATE
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

Merging Corporations

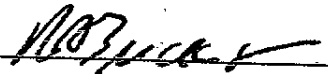
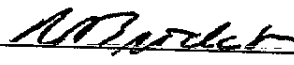
David's Bridal of Albany, Inc.		Richard A. Brickson, Vice President & Secretary
Davids Bridal Wearhouse of Amherst, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal Warehouse NY, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Brooklyn, NY, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Syracuse, 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 907 of the New York Business Corporation Law (the "New York Law"), between the New York corporations set forth in Exhibit 1 (hereinafter referred to collectively as the "New York 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 the New York Corporations and deems it to be in the best interests of the constituent corporations to merge the New York Corporations into DBI;

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

1. The New York Corporations shall be merged with and into their sole shareowner, DBI, which shall be the surviving corporation of the merger. None of the New York Corporations are qualified to do business in the State of Florida, the state of incorporation of DBI.

2. The designation and number of outstanding shares of the common stock of each New York Corporation and the number of shares owned by the Surviving Corporation are as follows:

<u>Name of Subsidiary Corporation</u>	<u>Designation and Number of Outstanding Shares and Par Value</u>	<u>Number of Shares Owned by Surviving Corporation</u>
David's Bridal of Albany, Inc.	100 Common Shares, \$1.00 Par	100
Davids Bridal Wearhouse of Amherst, Inc.	100 Common Shares, \$1.00 Par	100
David's Bridal Warehouse NY, Inc.	100 Common Shares, \$1.00 Par	100
David's Bridal of Brooklyn, NY, Inc.	100 Common Shares, \$1.00 Par	100
David's Bridal of Syracuse, Inc.	100 Common Shares, \$1.00 Par	100

3. The Merger Agreement has been approved and adopted by the board of directors of each of DBI and the New York 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 907, 905 and 708(b) of the New York Law.

4. 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 New York Department of State on behalf of the New York Corporations, pursuant to Section 907 of the New York Law.

5. 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.

6. DBI was qualified to do business in the State of New York on April 2, 1993 under the name Phillie Bridals, Inc. An amendment changing the name of the corporation to David's Bridal, Inc. was filed on May 14, 1996 with the New York Department of State.

7. The Surviving Corporation of the merger agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation, previously amenable to suit in the State of New York, and for the enforcement under the New York Law, of the right to shareholders of any constituent domestic New York corporation to receive payment for their shares against the Surviving Corporation.

8. The Surviving Corporation designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of Section 306 of the New York Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served is c/o CT Corporation System, 111 Eighth Avenue, New York, NY 10011. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

9. The Surviving Corporation agrees that, subject to the provisions of Section 623 of the New York Law, it will promptly pay to the shareholders of each constituent domestic New York corporation the amount, if any, to which they shall be entitled under the provisions of the New York Law, relating to the right of shareholders to receive payment for their shares.

10. The Third Amended and Restated Articles of Incorporation (the "Restated Articles") of DBI shall be the Restated Articles of the Surviving Corporation.

11. All of the issued and outstanding shares of the New York 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.

12. 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.

13. 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 York Corporations and DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Section 907 of the New York 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 the New York Corporations, on this 18th day of October, 2000.

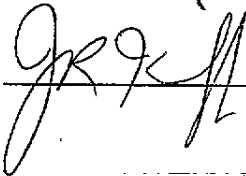
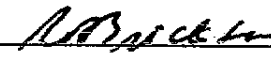
<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed/Printed Name of Individual & Title</u>
David's Bridal, Inc. (Surviving Corporation)		Jan R. Kniffen, Vice President
<u>Merging Corporations</u>		
David's Bridal of Albany, Inc.		Richard A. Brickson, Vice President & Secretary
Davids Bridal Wearhouse of Amherst, Inc.		Richard A. Brickson, Vice President & Secretary
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David's Bridal of Brooklyn, NY, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Syracuse, Inc.		Richard A. Brickson, Vice President & Secretary

EXHIBIT 1

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

David's Bridal of Albany, Inc.
Davids Bridal Wearhouse of Amherst, Inc.
David's Bridal Warehouse NY, Inc.
David's Bridal of Brooklyn, NY, Inc.
David's Bridal of Syracuse, Inc.