

MAY

L96535

The May Department Stores Company
Office of Legal Counsel

Sarah J. Westover

Personal & Confidential

VIA AIRBORNE
March 5, 2001

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

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-03/07/01--01040--022
*****78.75 *****78.75

Re: Articles of Merger of David's Bridal of Kansas City, Inc. (a Kansas 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 Kansas City, Inc., a Kansas 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 Kansas City, 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

Enclosure

s:\westosj\letters\dbi merge.fl14.wpd

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR -7 PM 12:04

Merger
LFS 3-7-2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

DAVID'S BRIDAL OF KANSAS CITY, INC., a Kansas corporation (not qualified
to transact business in Florida)

INTO

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

File date: March 7, 2001

Corporate Specialist: Louise Flemming-Jackson

ARTICLES OF MERGER
(Profit Corporations)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR -7 PM 12:03

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 Kansas City, Inc.	Kansas

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

Seventh: SIGNATURES FOR EACH CORPORATION

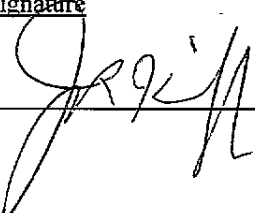
<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed/Printed Name of Individual & Title</u>
David's Bridal, Inc. (Surviving Corporation)		Jan R. Kniffen, Vice President
<u>Merging Corporation</u>		
David's Bridal of Kansas City, Inc.		Richard A. Brickson, Vice President & Secretary

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 17-6703 of the General Corporation Code of the State of Kansas (the "Kansas Code"), between David's Bridal of Kansas City, Inc., a Kansas corporation (the "Kansas 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 Kansas Corporation and deems it to be in the best interests of the constituent corporations to merge the Kansas Corporation into DBI;

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

1. The Kansas Corporation shall be merged with and into its sole shareowner, DBI, which shall be the surviving corporation of the merger. The Kansas 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 Kansas 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 Section 17-6703 of the Kansas Code.
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 the State of Kansas on behalf of the Kansas Corporation pursuant to Section 17-6703 of the Kansas Code.
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 Kansas on January 12, 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 Kansas 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. Pursuant to Section 17-6702(d) of the Kansas Code, the Surviving Corporation agrees that it may be served with process in the State of Kansas in any proceeding for enforcement of any obligation of any constituent corporation of the State of Kansas, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in an appraisal proceeding pursuant to Section 17-6712 of the Kansas Code as amended from time to time. The Surviving Corporation also agrees to irrevocably appoint the Secretary of State of the State of Kansas as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of the State of Kansas is c/o The Corporation Company, Inc., 515 South Kansas, Topeka, Kansas 66603 until the Surviving Corporation shall have hereafter designated in writing to the Secretary of State of the State of Kansas a different address for such purpose. Service of such process shall be made by personally delivering to and leaving with the Secretary of State of the State of Kansas duplicate copies of such process, one of which the Secretary of State of the State of Kansas shall forthwith send by registered mail to DBI at the above address.

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 Kansas Corporation and DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Section 17-6703 of the Kansas Code.

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 Kansas City, Inc., on this 18th day of October, 2000.

Name of Corporation

Signature

Typed/Printed Name of Individual & Title

David's Bridal, Inc.
(Surviving Corporation)



Jan R. Kniffen, Vice President

Merging Corporation

David's Bridal
of Kansas City, Inc.

Richard A. Brickson

Richard A. Brickson,
Vice President & Secretary