

MAY

L96535

The May Department Stores Company
Office of Legal Counsel

Sarah J. Westover

Personal & Confidential

VIA AIRBORNE
March 8, 2001

FILED
01 MAR 12 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: Articles of Merger merging David's Bridal of Wayne, Inc., a New Jersey corporation, into David's Bridal, Inc., a Florida corporation

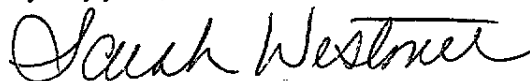
Dear Mr. Spittler:

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

If the Articles of Merger meets with your approval, please file them in duplicate original and return one original document 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
3-12-01
BWS

Enclosure

s:\westosj\letters\dbi merge.fl18.wpd

ARTICLES OF MERGER
Merger Sheet

MERGING:

David's Bridal of Wayne, Inc., a non qualified New Jersey corporation

INTO

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

File date: March 12, 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 Wayne, Inc..	New Jersey

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.

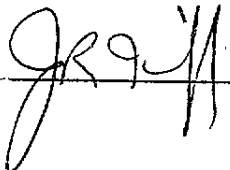
Sixth: Adoption of Merger by merging corporations(s) (COMPLETE ONLY ONE STATEMENT)

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

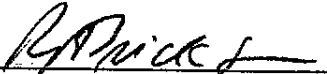
The Plan of Merger was adopted by the board of directors of the merging corporation on October 18, 2000 and shareholder approval was not required.

(Attach additional sheets if necessary)

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 Wayne, Inc.		Richard A. Brickson, Vice President & Secretary
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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 14A:10-7 and 14A:10-5.1 of the New Jersey Business Corporation Act (the "New Jersey Act"), between David's Bridal of Wayne, Inc. (hereinafter referred to as the "New Jersey 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 Jersey Corporation and deems it to be in the best interests of the constituent corporations to merge the New Jersey Corporation into DBI;

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

1. The New Jersey Corporation shall be merged with and into its sole shareowner, DBI, which shall be the surviving corporation of the merger. The New Jersey 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 Jersey 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 14A:6-7.1, 14A:10-7 and 14A:10-5.1 of the New Jersey 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 a Certificate of Merger shall be filed with the Department of the Treasurer, State of New Jersey on behalf of the New Jersey Corporation pursuant to Section 14A:10-5.1 of the New Jersey 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 Jersey on March 29, 1993 under the name Phillie Bridals, Inc. DBI is currently doing business under the name, Phillie Bridals, Inc., in the State of New Jersey.
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 Jersey 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.

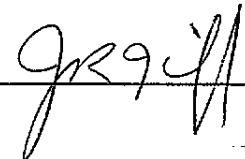
9. (i) The Surviving Corporation agrees that it may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of any domestic corporation or any foreign corporation, previously amenable to suit in the State of New Jersey which is a party to this merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the Surviving Corporation.

(ii) The Surviving Corporation shall irrevocably appoint the Secretary of State of the State of New Jersey as its agent to accept service of process in any such proceeding, and the post office address, within or without the State of New Jersey, to which the Secretary of State shall mail a copy of the process in such proceeding is as follows: c/o The Corporation Trust Company, 820 Bear Tavern Road, 3rd Floor, West Trenton, NJ 08628.

(iii) The Surviving Corporation agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of this act with respect to the rights of dissenting shareholders.

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 Jersey Corporation and DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Section 14A:10-6 of the New Jersey 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 Wayne, 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 Wayne, Inc.		Richard A. Brickson, Vice President & Secretary