

MAY L96535

The May Department Stores Company
Office of Legal Counsel

Sarah J. Westover

Personal & Confidential

VIA AIRBORNE
March 7, 2001

FILED
01 MAR 12 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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Re: Articles of Merger merging David's Bridal of Oklahoma City, Inc. and David's Bridal of Tulsa, Inc.
(Oklahoma corporations) 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 Oklahoma City, Inc. and David's Bridal of Tulsa, Inc., Oklahoma corporations, 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 Oklahoma City, Inc. and David's Bridal of Tulsa, Inc. are 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 \$113.75 check made payable to the Florida Department of State to cover the filing fee (\$105/\$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
PWS

Enclosure

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ARTICLES OF MERGER
Merger Sheet

MERGING:

David's Bridal of Oklahoma City, Inc., a non qualified Oklahoma corporation

David's Bridal of Tulsa, Inc., a non qualified Oklahoma 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:

Name _____ Jurisdiction _____

David's Bridal, Inc. _____ Florida _____

Second: The name and jurisdiction of each merging corporation is:

Name _____ Jurisdiction _____

David's Bridal of Oklahoma City, Inc. _____ Oklahoma

David's Bridal of Tulsa, Inc. _____ Oklahoma

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)

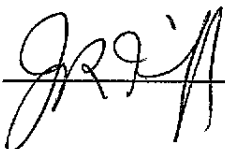
The Plan of Merger was adopted by the shareholders of the merging corporations(s) on _____.

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

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation _____ Signature _____ Typed/Printed Name of Individual & Title _____

David's Bridal, Inc.
(Surviving Corporation)



Jan R. Kniffen, Vice President

Merging Corporations

David's Bridal
of Oklahoma City, Inc.



Richard A. Brickson,
Vice President & Secretary

David's Bridal of Tulsa, Inc.



Richard A. Brickson,
Vice President & Secretary

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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 Title 18, Section 1083 of the Oklahoma General Corporation Act (the "Oklahoma Act"), between David's Bridal of Oklahoma City, Inc. and David's Bridal of Tulsa, Inc., Oklahoma corporations (hereinafter referred to collectively as the "Oklahoma 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 Oklahoma Corporations and deems it to be in the best interests of the constituent corporations to merge the Oklahoma Corporations into DBI;

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

1. The Oklahoma Corporations shall be merged with and into their sole shareowner, DBI, which shall be the surviving corporation of the merger. None of the Oklahoma Corporations are 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 Oklahoma 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 Title 18, Section 1083 of the Oklahoma 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 Secretary of State of Oklahoma on behalf of the Oklahoma Corporations pursuant to Title 18, Section 1083 of the Oklahoma 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 Oklahoma on January 22, 1996.
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 Oklahoma 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.

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. That the Surviving Corporation may be served with process in the State of Oklahoma in any proceeding for enforcement of any obligation of the any constituent corporation of the State of Oklahoma, 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 shareholders as determined in appraisal proceedings pursuant to the provisions of Section 1091 of Title 18 of the Oklahoma Act, and it does hereby irrevocably appoint the Secretary of State of Oklahoma 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 Oklahoma is c/o The Corporation Company, 735 First National Building, Oklahoma City, OK 73102 until the Surviving Corporation shall have hereafter designated in writing to the Secretary of State of Oklahoma a different address for such purpose. Service of process may be made by personally delivering to and leaving with the Secretary of State of Oklahoma duplicate copies of such process, one of which copies the Secretary of State of Oklahoma shall forthwith send by certified mail to the Surviving Corporation's principal place of business located at 1001 Washington Avenue, Conshohocken, Pennsylvania 19428.

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 Oklahoma Corporations and DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Title 18, Section 1088 of the Oklahoma 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 the Oklahoma Corporations, on this 18th day of October, 2000.

Name of Corporation

David's Bridal, Inc.
(Surviving Corporation)

Signature



Typed/Printed Name of Individual & Title

Jan R. Kniffen, Vice President

Merging Corporations

David's Bridal
of Oklahoma City, Inc.

Richard A. Brickson

Richard A. Brickson,
Vice President & Secretary

David's Bridal of Tulsa, Inc.

Richard A. Brickson

Richard A. Brickson,
Vice President & Secretary