

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 Westminster, Inc. and David's Bridal of Englewood, Inc.
(Colorado 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 Westminster, Inc. and David's Bridal of Englewood, Inc., Colorado 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 Westminster, Inc. and David's Bridal of Englewood, 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 Westover

Sarah J. Westover
Senior Legal Assistant

Merger
3-12-01
MS

Enclosure

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ARTICLES OF MERGER
Merger Sheet

MERGING:

David's Bridal of Westminster, Inc., a non qualified Colorado corporation

David's Bridal of Englewood, Inc., a non qualified Colorado 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 Westminster, Inc.	Colorado
David's Bridal of Englewood, Inc.	Colorado

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.

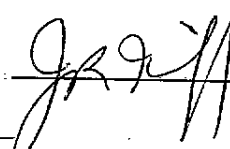
Sixth: Adoption of Merger by merging corporations(s) (COMPLETE ONLY ONE STATEMENT)

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

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

David's Bridal of Westminster, Inc.		Richard A. Brickson, Vice President & Secretary
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David's Bridal of Englewood, 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 Section 7-111-104 of the Colorado Business Corporation Act (the "Colorado Act"), between David's Bridal of Westminster, Inc. and David's Bridal of Englewood, Inc., corporations organized and existing under the laws of the State of Colorado (the "Colorado 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 Colorado Corporations and deems it to be in the best interests of the constituent corporations to merge the Colorado Corporations into DBI;

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

1. The Colorado Corporations shall be merged with and into their sole shareowner, DBI, which shall be the surviving corporation of the merger. Neither of the Colorado 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 Colorado 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 Section 7-111-104 of the Colorado 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 Colorado on behalf of the Colorado Corporations pursuant to Section 7-111-105 of the Colorado 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 Colorado on July 18, 1997.
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 Colorado Corporations shall be canceled without

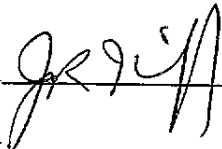
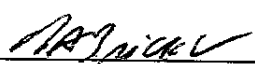
consideration upon the effective date of the merger. Each share of DBI before the merger will represent the same number of shares of the Surviving Corporation after the merger.

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. The Surviving Corporation shall appoint The Corporation Company as its registered agent to accept service in any proceeding to enforce any obligation or rights of dissenting shareholders of each domestic corporation party to the merger or in any proceeding based on a cause of action arising with respect to any domestic corporation that is merged into the foreign corporation. The Corporation Company's address is as follows: 1675 Broadway, Suite 1200, Denver, CO 80202. The Surviving Corporation shall promptly pay to the dissenting shareholders of each domestic corporation party to the merger the amount, if any, to which they are entitled under Article 113 of the Act and shall further comply with Article 115 of the Act since the Surviving Corporation is qualified to transact business in the State of Colorado.

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 Colorado Corporations and DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Section 7-111-106 of the Colorado 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 Westminster, Inc. and David's Bridal of Englewood, 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 Corporations</u>		
David's Bridal of Westminster, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Englewood, Inc.		Richard A. Brickson, Vice President & Secretary