

MAY L 96535

FILED

01 APR 16 AM 9:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The May Department Stores Company
Office of Legal Counsel

Sarah J. Westover

Personal & Confidential

VIA AIRBORNE

April 12, 2001

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

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****113.75 ****113.75

Re: Articles of Merger of the California 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 California 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 neither of the California corporations are qualified to do business in the State of Florida.

1. David's Bridal of Milpitas, Inc.
2. David's Bridal of Pinole, 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 \$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 (\$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

*Margot
4-16-01
JWS*

Enclosure

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ARTICLES OF MERGER
Merger Sheet

MERGING:

David's Bridal of Milpitas, Inc., a non qualified California corporation

David's Bridal of Pinole, Inc., a non qualified California corporation

INTO

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

File date: April 16, 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 Milpitas, Inc.	California
David's Bridal of Pinole, Inc.	California

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.

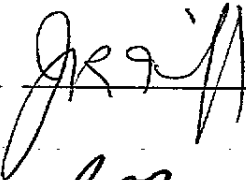
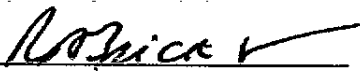
Sixth: Adoption of Merger by merging corporations(s) (COMPLETE ONLY ONE STATEMENT)

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 corporations 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
<u>Merging Corporations</u>		
David's Bridal of Milpitas, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Pinole, 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 1110 of the California Corporations Code (the "California Code"), between David's Bridal of Milpitas, Inc. and David's Bridal of Pinole, Inc. (hereinafter referred to collectively as the "California 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 each of the California Corporations and deems it to be in the best interests of the California Corporations to merge the California Corporations into DBI;

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

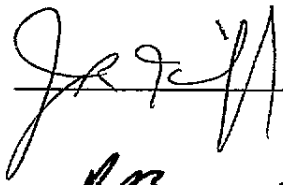
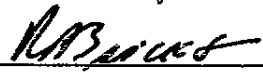
1. The California Corporations shall be merged with and into their sole shareowner, DBI, which shall be the surviving corporation of the merger. The California Corporations are not qualified to do business in the State of Florida, the state of incorporation of DBI.
2. The Merger Agreement has been approved and adopted by the board of directors of DBI and of each of the California 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 1110 and 307 of the California Code.
3. The applicable merger documents 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 California Secretary of State on behalf of the California Corporations pursuant to Section 1110 of the California 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 California on March 24, 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 each of the California 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. 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 California Corporations and DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Section 1110 of the California 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 the California 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 Milpitas, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Pinole, Inc.		Richard A. Brickson, Vice President & Secretary