

MAY

L96535

The May Department Stores Company
Office of Legal Counsel

Sarah J. Westover

Personal & Confidential

VIA AIRBORNE

August 21, 2001

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

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-08/24/01--01005--005
****113.75 ****113.75

Re: Articles of Merger merging David's Bridal of Hartford, Inc. and David's Bridal of Orange, CT, Inc.,
Connecticut corporations, into David's Bridal, Inc., a Florida corporation

Dear Mr. Spidler:

I have enclosed duplicate originals of the Articles of Merger merging David's Bridal of Hartford, Inc. and David's Bridal of Orange, CT, Inc., Connecticut 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, the Connecticut corporations, the non-surviving corporations of the merger, 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 (\$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.fl25.wpd

Merger
LFO
5-24-2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 AUG 23 AM 10:00

ARTICLES OF MERGER
Merger Sheet

MERGING:

DAVID'S BRIDAL OF ORANGE, CT, INC., a Connecticut corporation (not qualified to transact business in Florida)

DAVID'S BRIDAL OF HARTFORD, INC., a Connecticut corporation (not qualified to transact business in Florida)

INTO

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

File date: August 23, 2001

Corporate Specialist: Louise Flemming-Jackson

2001 AUG 23 AM 10:00

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 Hartford, Inc.	Connecticut
David's Bridal of Orange, CT, Inc.	Connecticut

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 (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporations 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.

Seventh: SIGNATURES FOR EACH CORPORATION

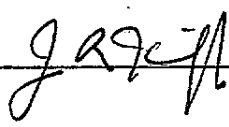
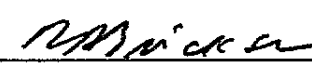
<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed/Printed Name of Individual & Title</u>
David's Bridal, Inc. (Surviving Corporation)		Jan R. Kniffen, Vice President
<u>Merging Corporations</u>		
David's Bridal of Hartford, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Orange, CT, 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 33-818 of the Connecticut Business Corporation Act (the "Connecticut Act"), between David's Bridal of Hartford, Inc. and David's Bridal of Orange, CT, Inc., corporations organized and existing under the laws of the State of Connecticut (the "Connecticut 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 Connecticut Corporations and deems it to be in the best interests of the constituent corporations to merge the Connecticut Corporations into DBI;

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

1. The Connecticut Corporations shall be merged with and into their sole shareowner, DBI, which shall be the surviving corporation of the merger. Neither of the Connecticut 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 Connecticut 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 33-818 and 33-817(g) of the Connecticut 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 Secretary of State of Connecticut on behalf of each of the Connecticut Corporations pursuant to Section 33-819 of the Connecticut 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 Connecticut on October 15, 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 Connecticut Corporations shall be canceled without consideration upon the effective date of the merger. Each share of DBI before the merger will represent the

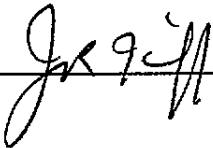
same number of shares of the Surviving Corporation after the merger.

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 hereby appoints the Secretary of State of Connecticut and his successors in office as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation party to the merger and further agrees that it will promptly pay to the dissenting shareholders of each domestic corporation party to the merger the amount, if any, to which they are entitled under Sections 33-855 to 33-872 of the Connecticut Act.

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 Connecticut Corporations and DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Section 33-820 of the Connecticut 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 Hartford, Inc. and David's Bridal of Orange, CT, 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 Hartford, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Orange, CT, Inc.		Richard A. Brickson, Vice President & Secretary