

# MAY

# L96535

The May Department Stores Company  
Office of Legal Counsel

Sarah J. Westover

Personal & Confidential

VIA AIRBORNE

October 17, 2001

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

700004647487--3  
-10/22/01--01034--005  
\*\*\*\*113.75 \*\*\*\*113.75

Re: Articles of Merger merging David's Bridal of Rockville, Inc. and David's Bridal of Towson, Inc., Maryland 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 Rockville, Inc. and David's Bridal of Towson, Inc., Maryland 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 Rockville, Inc. and David's Bridal of Towson, Inc., 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.f127.wpd

merger  
LFT  
10-22-2001

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2001 OCT 19 AM 10:54

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

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

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

INTO

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

File date: October 19, 2001

Corporate Specialist: Louise Flemming-Jackson

**ARTICLES OF MERGER**  
(Profit Corporations)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2001 OCT 19 AM 10:54

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 Rockville, Inc.

Maryland

David's Bridal of Towson, Inc.

Maryland

**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.

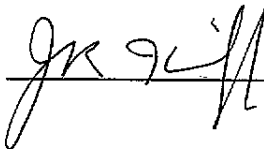
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed/Printed Name of Individual & Title

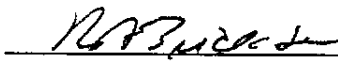
David's Bridal, Inc.  
(Surviving Corporation)



Jan R. Kniffen, Vice President

Merging Corporations

David's Bridal of Rockville, Inc.



Richard A. Brickson,  
Vice President & Secretary

David's Bridal of Towson, Inc.



Richard A. Brickson,  
Vice President & Secretary

## EXHIBIT A

AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), dated this 18<sup>th</sup> 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 3-105 and 3-106 of the Maryland Code, between David's Bridal of Rockville, Inc. and David's Bridal of Towson, Inc., Maryland corporations (the "Maryland 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 Maryland Corporations and deems it to be in the best interests of the constituent corporations to merge the Maryland Corporations into DBI;

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

1. The Maryland Corporations shall be merged with and into their sole shareowner, DBI, which shall be the surviving corporation of the merger. The Maryland 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 each of DBI and the Maryland 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 3-105 and 3-106 of the Maryland Code.

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 State Department of Assessments and Taxation, State of Maryland on behalf of the Maryland Corporations pursuant to Section 3-109 of the Maryland 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 Maryland on February 9, 1999.

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 Maryland 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 Maryland Corporations and DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Section 3-114 of the Maryland Code.

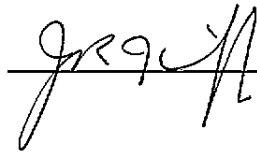
IN WITNESS WHEREOF, the constituent corporations party to this Merger Agreement have caused this Merger Agreement to be executed by Jan R. Kniffen, Vice President of David's Bridal, Inc., and Richard A. Brickson, Vice President and Secretary of David's Bridal of Rockville, Inc. and David's Bridal of Towson, Inc., respectively, on this 18th day of October, 2000.

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 Rockville, Inc.



Richard A. Brickson,  
Vice President & Secretary

David's Bridal of Towson, Inc.



Richard A. Brickson,  
Vice President & Secretary