

MAY L96535

The May Department Stores Company
Office of Legal Counsel

Sarah J. Westover

Personal & Confidential

VIA AIRBORNE 800004647498--9
-10/22/01--01034--008
*****35.00 *****35.00

October 17, 2001

800004647498--9
-10/22/01--01034--007
****113.75 ****113.75

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

Re: Articles of Merger merging David's Bridal of Virginia Beach, Inc., David's Bridal of Woodbridge, Inc. and DBW of Norfolk VA, Inc., Virginia 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 Virginia Beach, Inc., David's Bridal of Woodbridge, Inc. and DBW of Norfolk VA, Inc., Virginia 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 Virginia Beach, Inc., David's Bridal of Woodbridge, Inc. and DBW of Norfolk VA, 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 two checks, each made payable to the Florida Department of State, one in the amount of \$113.75 and the other in the amount of \$35.00 to cover the filing fee (\$140/\$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.f130.wpd

FILED
2001 OCT 19 AM 11:13
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Merger

HT

10-22-2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

DAVID'S BRIDAL OF VIRGINIA BEACH, INC., a Virginia corporation (not qualified to transact business in Florida)

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

DBW OF NORFOLK VA, INC., a Virginia 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 11:13

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 Virginia Beach, Inc.	Virginia
David's Bridal of Woodbridge, Inc.	Virginia
DBW of Norfolk VA, Inc.	Virginia

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

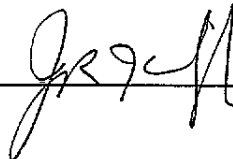
<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed/Printed Name of Individual & Title</u>
David's Bridal, Inc. (Surviving Corporation)		Jan R. Kniffen, Vice President
Merging Corporations		
David's Bridal of Virginia Beach, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Woodbridge, Inc.		Richard A. Brickson, Vice President & Secretary
DBW of Norfolk VA, 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 13.1-719 of the Virginia Stock Corporation Act (the "Virginia Act"), between David's Bridal of Virginia Beach, Inc., David's Bridal of Woodbridge, Inc. and DBW of Norfolk VA, Inc., corporations organized under the laws of the Commonwealth of Virginia (hereinafter referred to collectively as the "Virginia 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 Virginia Corporations and deems it to be in the best interests of the Virginia Corporations to merge the Virginia Corporations into DBI;

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

1. The Virginia Corporations shall be merged with and into their sole shareowner, DBI, which shall be the surviving corporation of the merger. None of the Virginia 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 Virginia 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 13.1-719 and 13.1-685 of the Virginia 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 Clerk of the State Corporation Commission, the Commonwealth of Virginia on behalf of each of the Virginia Corporations pursuant to Section 13.1-719 of the Virginia 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 Commonwealth of Virginia on April 9, 1993 under the name Phillie Bridals, Inc. An Amended Certificate of Authority was filed with the Clerk of the State Corporation Commission, the Commonwealth of Virginia on May 24, 1996 which changed the name of the corporation to David's Bridal, Inc.

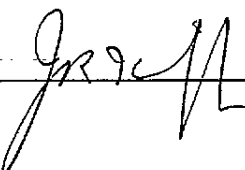
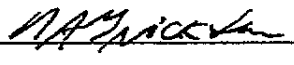
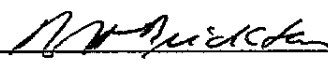
6. The Third Amended and Restated Articles of Incorporation (the "Restated Articles") of DBI shall be the Restated Articles of the Surviving Corporation.

7. All of the issued and outstanding shares of each of the Virginia 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 Virginia Corporations and DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Section 13.1-719 of the Virginia 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 each of the Virginia 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 Virginia Beach, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Woodbridge, Inc.		Richard A. Brickson, Vice President & Secretary
DBW of Norfolk VA, Inc.		Richard A. Brickson Vice President & Secretary