

MAY L96535

The May Department Stores Company
Office of Legal Counsel

Sarah J. Westover

Personal & Confidential

VIA AIRBORNE

October 23, 2001

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

900004653469--0
-10/25/01--01015--018
****148.75 ****148.75

Re: Articles of Merger merging the Massachusetts corporations (set forth below) into David's Bridal, Inc., a Florida corporation

Dear Mr. Spittler:

I have enclosed duplicate originals of the Articles of Merger merging the Massachusetts 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. For your information, the Massachusetts corporations, the non-surviving corporations of the merger, are not qualified to do business in the State of Florida.

1. David's Bridal Wearhouse MA, Inc.
2. David's Bridal of North Attleboro, Inc.
3. David's Bridal of Natick, 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 \$148.75 check made payable to the Florida Department of State 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 Westover

Sarah J. Westover
Senior Legal Assistant

Enclosure

s:\westosj\letters\dbi merge.ft24.wpd

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 OCT 25 PM 2:35

merger
LJS
10-25-2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

DAVID'S BRIDAL OF NORTH ATTLEBORO, INC., a Massachusetts corporation
(not qualified to transact business in Florida)

DAVID'S BRIDAL WEARHOUSE MA, INC., a Massachusetts corporation (not
qualified to transact business in Florida)

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

INTO

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

File date: October 25, 2001

Corporate Specialist: Louise Flemming-Jackson

ARTICLES OF MERGER
(Profit Corporations)

2001 OCT 25 PM 2: 34

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 Wearhouse MA, Inc.	Massachusetts
David's Bridal of North Attleboro, Inc.	Massachusetts
David's Bridal of Natick, Inc.	Massachusetts

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.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

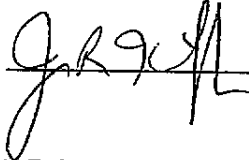
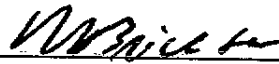
<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed/Printed Name of Individual & Title</u>
David's Bridal, Inc. (Surviving Corporation)		Jan R. Kniffen, Vice President
<u>Merging Corporations</u>		
David's Bridal Wearhouse MA, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of North Attleboro, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Natick, 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 Chapter 156B, Section 82 of the Massachusetts Business Corporation Law (the "Massachusetts Law"), between the Massachusetts corporations set forth in Exhibit 1 (hereinafter referred to collectively as the "Massachusetts 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 Massachusetts Corporations and deems it to be in the best interests of the Massachusetts Corporations to merge the Massachusetts Corporations into DBI;

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

1. The Massachusetts Corporations shall be merged with and into their sole shareowner, DBI, which shall be the surviving corporation of the merger. None of the Massachusetts 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 Massachusetts 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 Chapter 156B, Sections 82, 79 and 59 of the Massachusetts Law.

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 Commonwealth of Massachusetts, Secretary of the Commonwealth on behalf of each of the Massachusetts Corporations pursuant to Chapter 156B, Section 82 of the Massachusetts Law.

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 Massachusetts on August 5, 1994 under the name Phillie Bridals, Inc. An Amended Certificate of Authority was filed with the Commonwealth of Massachusetts, Secretary of the Commonwealth on May 23, 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 Massachusetts 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 merger of the Massachusetts Corporations into DBI is without consideration, accordingly, no documentary stamps are required pursuant to Mass. Ann. Laws Chapter 64D, Section 1.

9. 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.

10. The Surviving Corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation thereafter incurred by the Surviving Corporation, including the obligation created by Chapter 156B, Section 82, Subsection (e) of the Massachusetts Law, so long as any liability remains outstanding against the Surviving Corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181 of the Massachusetts Law.

11. The Merger Agreement shall be retained with the corporate records of the Surviving Corporation and shall be made available at said location for inspection by any shareowner of the Surviving Corporation or any person who was a shareowner of any of the Massachusetts Corporations.

12. 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 Massachusetts Corporations and DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Chapter 156B, Section 80 of the Massachusetts Law.

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 Massachusetts Corporations, on this 18th day of October, 2000.

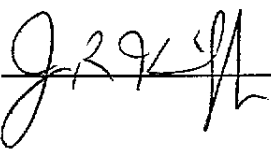
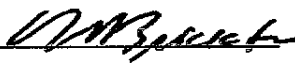
<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed/Printed Name of Individual & Title</u>
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David's Bridal of North Attleboro, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of Natick, Inc.		Richard A. Brickson, Vice President & Secretary

EXHIBIT 1

MASSACHUSETTS CORPORATIONS TO BE MERGED INTO DAVID'S BRIDAL, INC. (a Florida corp.)

David's Bridal Wearhouse MA, Inc.
David's Bridal of North Attleboro, Inc.
David's Bridal of Natick, Inc.

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