

MAY L96535

The May Department Stores Company
Office of Legal Counsel

Sarah J. Westover

Personal & Confidential

December 13, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 20 AM 9:27

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

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-12/20/01--01051--002

Re: Articles of Merger merging Phillie Bridals PA, Inc., a Pennsylvania corporation, into David's Bridal, Inc., a Florida corporation

Dear Mr. Spitler:

I have enclosed duplicate originals of the Articles of Merger merging Phillie Bridals PA, Inc., a Pennsylvania corporation, 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, Phillie Bridals PA, Inc. (the non-surviving corporation of the merger) is 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, postage paid envelope. I have enclosed a \$78.75 check made payable to the Florida Department of State to cover the filing fee (\$70/\$35 filing fee per corporation) and the cost of a certified copy (\$8.75 per certified copy).

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

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Merge

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PHILLIE BRIDALS PA, INC., a Pennsylvania corporation not qualified in Florida

INTO

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

File date: December 20, 2001

Corporate Specialist: Velma Shepard

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:

Name

Jurisdiction

David's Bridal, Inc.

Florida

Second: The name and jurisdiction of the merging corporation is:

Name

Jurisdiction

Phillie Bridals PA, Inc.

Pennsylvania

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 corporation (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation on October 18, 2000 and shareholder approval was not required.

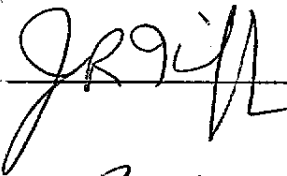
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed/Printed Name of Individual & Title

David's Bridal, Inc.
(Surviving Corporation)



Jan R. Kniffen, Vice President

Merging Corporation

Phillie Bridals PA, Inc.



Richard A. Brickson,
Vice President & Secretary

FILED
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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 Title 15, Sections 1922, 1924 and 1926 of the Pennsylvania Business Corporation Law (the "Pennsylvania Law"), between Phillie Bridals PA, Inc., a Pennsylvania corporation (hereinafter referred to as the "Pennsylvania Corporation"), 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 the Pennsylvania Corporation and deems it to be in the best interests of the constituent corporations to merge the Pennsylvania Corporation into DBI;

NOW, THEREFORE, DBI and the Pennsylvania Corporation hereby agree as follows:

1. The Pennsylvania Corporation shall be merged with and into its sole shareowner, DBI, which shall be the surviving corporation of the merger. The Pennsylvania Corporation is 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 Pennsylvania Corporation 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 Title 15, Sections 1924 (b)(3) and 1727 of the Pennsylvania 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 Pennsylvania, Department of State on behalf of the Pennsylvania Corporation, pursuant to Title 15, Section 1926 of the Pennsylvania 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 Pennsylvania on June 3, 1991 under the name Phillie Bridals, Inc. An Amended Certificate of Authority was filed with the Commonwealth of Pennsylvania, Department of State on August 4, 1997 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

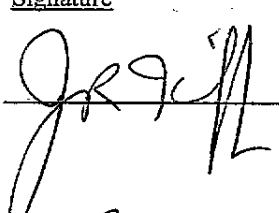
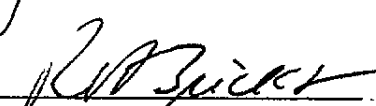
be the Restated Articles of the Surviving Corporation.

7. All of the issued and outstanding shares of the Pennsylvania Corporation 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 Pennsylvania Corporation and DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Title 15, Section 1929 of the Pennsylvania 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 Phillie Bridals PA, 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 Corporation</u>		
Phillie Bridals PA, Inc.		Richard A. Brickson, Vice President & Secretary