

MAY

L96535

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 20 AM 9:24

The May Department Stores Company
Office of Legal Counsel

Sarah J. Westover

Personal & Confidential

December 13, 2001

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

600004734406--8
-12/20/01--01051--001
****113.75 ****113.75

Re: Articles of Merger merging David's Bridal of Milwaukee, Inc. and David's Bridal of North Milwaukee, Inc., Wisconsin 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 Milwaukee, Inc. and David's Bridal of North Milwaukee, Inc., Wisconsin 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 Milwaukee, Inc. and David's Bridal of North Milwaukee, 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, postage paid 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 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

s:\shar\el\westosj\letters\dbi merge.fl37.vpd

Merger

V SHEPARD JAN 2 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

DAVID'S BRIDAL OF MILWAUKEE, INC., a Wisconsin corporation not qualified in Florida.

DAVID'S BRIDAL OF NORTH MILWAUKEE, INC., a Wisconsin 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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 20 AM 9:24

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 Milwaukee, Inc.

Wisconsin

David's Bridal of North Milwaukee, Inc.

Wisconsin

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 corporation on October 18, 2000 and shareholder approval was not required.

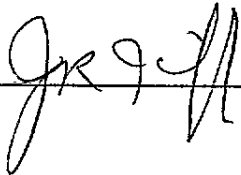
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed/Printed Name of Individual & Title

David's Bridal, Inc.
(Surviving Corporation)



Jan R. Kniffen, Vice President

Merging Corporations

David's Bridal of
Milwaukee, Inc.



Richard A. Brickson,
Vice President & Secretary

David's Bridal of
North Milwaukee, 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 Sections 180.1101, 180.1104 and 180.1107 of the Wisconsin Business Corporation Law (the "Wisconsin Law"), between David's Bridal of Milwaukee, Inc. and David's Bridal of North Milwaukee, Inc., the Wisconsin corporations (hereinafter referred to collectively as the "Wisconsin 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 the Wisconsin Corporations and deems it to be in the best interests of the constituent corporations to merge the Wisconsin Corporations into DBI;

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

1. The Wisconsin Corporations shall be merged with and into their sole shareowner, DBI, which shall be the surviving corporation of the merger. Neither of the Wisconsin 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 Wisconsin 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 180.1104 and 180.0821 of the Wisconsin Law. A copy of the Merger Agreement was mailed to DBI on October 20, 2000.

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 of Wisconsin, Department of Financial Institutions on behalf of the Wisconsin Corporations pursuant to Sections 180.1101, 180.1105 and 180.1107 of the Wisconsin 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 Wisconsin on October 24, 1997.

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

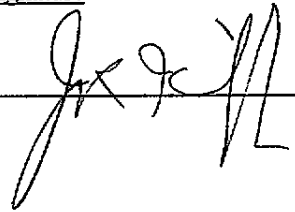
7. All of the issued and outstanding shares of the Wisconsin Corporations shall be canceled without consideration upon the effective date of the merger. Each share of DBI before the merger will represent the same number of shares of the Surviving Corporation after the merger.

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. CT Corporation System is the registered agent of the Surviving Corporation for service of process in a proceeding for the enforcement of any obligation or the rights of dissenting shareowners of each domestic corporation party to the merger. The Surviving Corporation agrees that it will promptly pay to the dissenting shareowners of each domestic corporation party to the merger the amount, if any, to which they are entitled under Sections 180.1301 to 180.1331 of the Wisconsin Law.

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 Wisconsin Corporations and DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Section 180.1106 of the Wisconsin 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 the Wisconsin 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

Merging Corporations

David's Bridal of Milwaukee, Inc.		Richard A. Brickson, Vice President & Secretary
David's Bridal of North Milwaukee, Inc.		Richard A. Brickson, Vice President & Secretary