

MAY L96535

The May Department Stores Company
Office of Legal Counsel

Sarah J. Westover

December 28, 2001

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

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-12/31/01--01032--010
*****78.75 *****78.75

Re: Articles of Merger merging David's Bridal of Warwick, Inc., a Rhode Island corporation, into David's Bridal, Inc., a Florida corporation

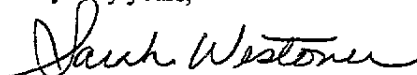
Dear Mr. Spitler:

I have enclosed duplicate originals of the Articles of Merger merging David's Bridal of Warwick, Inc., a Rhode Island 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, David's Bridal of Warwick, 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).

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.fl25.wpd

Merger

V SHEPARD JAN 7 9 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

DAVID'S BRIDAL OF WARWICK, INC., a Rhode Island corporation not qualified
in Florida

INTO

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

File date: December 31, 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 _____

David's Bridal of Warwick, Inc. _____ Rhode Island _____

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)

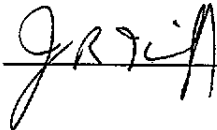
The Plan of Merger was adopted by the shareholders of the merging corporation on _____.

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

David's Bridal of Warwick, Inc.



Richard A. Brickson,
Vice President & Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01/DEC 31 AM 8:52

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 7-1.1-68.1 of the Rhode Island General Laws, 1956, as amended (the "Rhode Island Laws"), between David's Bridal of Warwick, Inc., a Rhode Island corporation (the "Rhode Island 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 Rhode Island Corporation and deems it to be in the best interests of the constituent corporations to merge the Rhode Island Corporation into DBI;

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

1. The Rhode Island Corporation shall be merged with and into its sole shareowner, DBI, which shall be the surviving corporation of the merger. The Rhode Island 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 Rhode Island 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 Section 7-1.1-68.1 of the Rhode Island Law. The Merger Agreement shall be mailed to DBI, the sole shareowner of the Rhode Island Corporation.
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 Secretary of State of Rhode Island on behalf of the Rhode Island Corporation, pursuant to Section 7-1-1-68.1(c) of the Rhode Island 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 Rhode Island on January 14, 2000.
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 Rhode Island 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 merger of the Rhode Island Corporation into DBI is without consideration, accordingly, no documentary stamps are required pursuant to Section 44-25-1 of the Rhode Island General Law.

9. C T Corporation System is the registered agent of the Surviving Corporation for service of process in a proceeding to enforce any obligation of any domestic corporation which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareowner of any domestic corporation against the Surviving Corporation. C T Corporation System's address is as follows: 10 Weybosset Street, Providence, Rhode Island 02903. The Surviving Corporation shall promptly pay to the dissenting shareowners of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Rhode Island Laws with respect to the rights of dissenting shareowners.

10. 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.

11. Upon the effective date of the merger, the rights, privileges, liabilities, powers and franchises and all and every other interest of each of the Rhode Island Corporation and DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Section 7-1.1-69 of the Rhode Island Law.

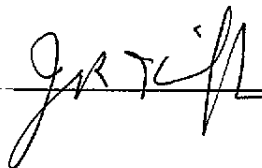
IN WITNESS WHEREOF, the constituent corporations party to this Merger Agreement have caused this Merger Agreement to be executed by Jan R. Kniffen, Vice President of David's Bridal, Inc., and Richard A. Brickson, Vice President and Secretary of David's Bridal of Warwick, Inc., on this 18th day of October,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

Name of Corporation

Signature

Typed/Printed Name of Individual & Title

David's Bridal, Inc.
(Surviving Corporation)



Jan R. Kniffen, Vice President

Merging Corporation

David's Bridal of Warwick, Inc.



Richard A. Brickson,
Vice President & Secretary