

MAY

L96535

The May Department Stores Company
Office of Legal Counsel

Sarah J. Westover

Personal & Confidential

VIA AIRBORNE

January 15, 2002

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

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-01/22/02--01004--022
*****78.75 *****78.75

Re: Articles of Merger merging David's Bridal of Memphis, Inc., a Tennessee 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 Memphis, Inc., a Tennessee 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 Memphis, Inc. 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 of the merger document (\$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

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1/24/02
merger
Spayne

FILED
02 JAN 16 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

DAVID'S BRIDAY OF MEMPHIS, INC., a nonqualified Tennessee corp.

INTO

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

File date: January 16, 2002

Corporate Specialist: Susan Payne

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:

<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 Memphis, Inc.	Tennessee

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 _____

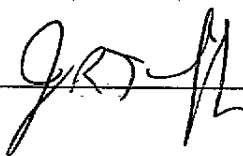
The Plan of Merger was adopted by the board of directors of the merging corporation on
October 18, 2000 and shareholder approval was not required.

(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>
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David's Bridal, Inc.
(Surviving Corporation)



Jan R. Kniffen, Vice President

Merging Corporation

David's Bridal
of Memphis, Inc.



Richard A. Brickson,
Vice President & Secretary

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 48-21-105 of the Tennessee Business Corporation Act (the "Tennessee Act"), between David's Bridal of Memphis, Inc., a corporation organized and existing under the laws of the State of Tennessee (hereinafter referred to as the "Tennessee Corporation"), and David's Bridal, Inc., a corporation organized and existing under the laws of the State of Florida (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 Tennessee Corporation and deems it to be in the best interests of the constituent corporations to merge the Tennessee Corporation into DBI;

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

1. The Tennessee Corporation shall be merged with and into its sole shareowner, DBI, which shall be the surviving corporation of the merger. The Tennessee 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 of the Tennessee 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 48-21-105 of the Tennessee 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 Tennessee Secretary of State on behalf of the Tennessee Corporation, pursuant to Sections 48-21-105 and 48-21-107 of the Tennessee 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 State of Tennessee on May 14, 1999.
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 Tennessee Corporation shall be canceled without

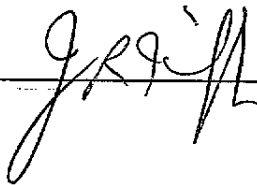
consideration upon the effective date of the merger. Each share of DBI before the merger will represent the same number of shares of the Surviving Corporation after the merger.

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. The Surviving Corporation of the merger appoints the Tennessee Secretary of State as its registered agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Tennessee Corporation party to the merger. The Surviving Corporation agrees that it will promptly pay to the dissenting shareholders of the Tennessee Corporation party to the merger the amount, if any, to which they are entitled under Chapter 23 of the Tennessee Act.

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 Tennessee Corporation and of DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Section 48-21-108 of the Tennessee 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 David's Bridal of Memphis, 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>		
David's Bridal of Memphis, Inc.		Richard A. Brickson, Vice President & Secretary