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The May Department Stores Company
Office of Legal Counsel

Sarah J. Westover

FILED
02 FEB 12 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 30, 2002

Florida Department of State
Division of Corporations
409 Gaines Street
Tallahassee, FL 32399

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-02/12/02--01039--006
*****78.75 *****78.75

Re: Articles of Merger merging David's Bridal Design, Inc., a New York corporation, into David's Bridal, Inc., a Florida corporation

Merger

Dear Sir or Madam:

I have enclosed duplicate originals of the Articles of Merger merging David's Bridal Design, Inc., a New York 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 Design, 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 Westover

Sarah J. Westover
Senior Legal Assistant

Enclosure

s:\westosj\letters\dbi merge.047.wpd

*ADR
2/14/02*

ARTICLES OF MERGER
Merger Sheet

MERGING:

DAVID'S BRIDAL DESIGN, INC., a New York corporation not authorized to
transact business in Florida

INTO

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

File date: February 12, 2002

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
(Profit Corporations)

FILED
02 FEB 12 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Design, Inc.	New York

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 shareholder 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 shareholder 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

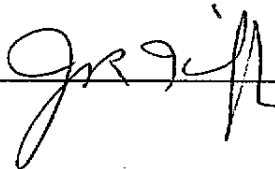
<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed/Printed Name of Individual & Title</u>
David's Bridal, Inc. (Surviving Corporation)		Jan R. Kniffen, Vice President
<u>Merging Corporation</u>		
David's Bridal Design, Inc.		Richard A. Brickson, Vice President & Secretary

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 Section 907 of the New York Business Corporation Law (the "New York Law"), between David's Bridal Design, Inc., a New York corporation (hereinafter referred to as the "New York 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 New York Corporation and deems it to be in the best interests of the constituent corporations to merge the New York Corporation into DBI;

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

1. The New York Corporation shall be merged with and into its sole shareowner, DBI, which shall be the surviving corporation of the merger. The New York Corporation is not qualified to do business in the State of Florida, the state of incorporation of DBI.

2. The designation and number of outstanding shares of the common stock of the New York Corporation and the number of shares owned by the Surviving Corporation are as follows:

<u>Name of Subsidiary Corporation</u>	<u>Designation and Number of Outstanding Shares and Par Value</u>	<u>Number of Shares Owned by Surviving Corporation</u>
David's Bridal Design, Inc.	100 Common Shares, \$1.00 Par	100

3. The Merger Agreement has been approved and adopted by the board of directors of each of DBI and the New York 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 Sections 907, 905 and 708(b) of the New York Law.

4. 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 a Certificate of Merger shall be filed with the New York Department of State on behalf of the New York Corporation, pursuant to Section 907 of the New York Law.

5. 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.

6. DBI was qualified to do business in the State of New York on April 2, 1993 under the name Phillie Bridals, Inc. An amendment changing the name of the corporation to David's Bridal, Inc. was filed on May 14, 1996 with the New York Department of State.

7. The Surviving Corporation of the merger agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation, previously amenable to suit in the State of New York, and for the enforcement under the New York Law, of the right to shareholders of any constituent domestic New York corporation to receive payment for their shares against the Surviving Corporation.

8. The Surviving Corporation designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of Section 306 of the New York Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served is c/o CT Corporation System, 111 Eighth Avenue, New York, NY 10011. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

9. The Surviving Corporation agrees that, subject to the provisions of Section 623 of the New York Law, it will promptly pay to the shareholders of each constituent domestic New York corporation the amount, if any, to which they shall be entitled under the provisions of the New York Law, relating to the right of shareholders to receive payment for their shares.

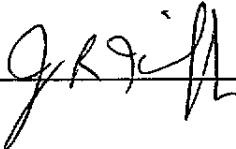
10. The Third Amended and Restated Articles of Incorporation (the "Restated Articles") of DBI shall be the Restated Articles of the Surviving Corporation.

11. All of the issued and outstanding shares of the New York 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.

12. 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.

13. 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 New York Corporation and DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Section 907 of the New York 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 Design, 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 Design, Inc.		Richard A. Brickson, Vice President & Secretary