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Florida Department of State
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TALLAHASSEE FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

DAVID'S BRIDAL, INC.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$70.00

EFFECTIVE DATE
12-31-04

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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 DMC, Inc.	Delaware

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 As of 11:59 P.M., Eastern Standard Time, on 12/31/04 (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 December 14, 2004 and shareholder approval was not required.

Sixth: Adoption of Merger by the merging corporation (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporations(s) on _____.

The Plan of Merger was adopted by the sole director of the merging corporation on December 14, 2004 and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

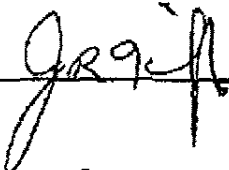

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed/Printed Name of Individual & Title</u>
David's Bridal, Inc. (Surviving Corporation)		Jan R. Kniffen, Vice President
<u>Merging Corporation</u>		
David's Bridal DMC, Inc.		Richard A. Brickson, Vice President & Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), dated this 14th day of December, 2004, pursuant to Sections 607.1103, 607.1104, 607.1105 and 607.1106 of the Florida Business Corporation Act (the "Florida Act") and Section 253 of the Delaware Code, between David's Bridal DMC, Inc., a Delaware corporation (hereinafter referred to as "DMC"), 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 DMC and deems it to be in the best interest of DMC to merge DMC into DBI;

NOW, THEREFORE, DBI and DMC hereby agree as follows:

1. DMC shall be merged with and into its sole shareowner, DBI, which shall be the surviving corporation of the merger. DMC is not qualified to do business in the State of Florida, the state of incorporation of DBI.
2. The Merger Agreement has been adopted, approved, certified, executed and acknowledged by the board of directors of DBI and of DMC by unanimous written consent in lieu of a special meeting on December 14, 2004 in accordance with the provisions of Sections 607.1103 (7) and 607.0821 of the Florida Act and Sections 253 and 141(f) of the Delaware Code.
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 a Certificate of Ownership and Merger shall be filed with the Delaware Secretary of State on behalf of DMC, pursuant to Section 253 of the Delaware Code. The merger shall be effective as of 11:59 P.M., Eastern Standard Time, on December 31, 2004.
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 Delaware on January 12, 1999.
6. DMC was incorporated in the State of Delaware on April 19, 1999.
7. The Third Amended and Restated Articles of Incorporation (the "Restated Articles") of DBI shall be the Restated Articles of the Surviving Corporation.
8. All of the issued and outstanding shares of DMC 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

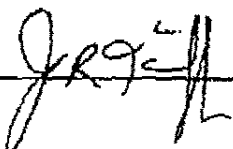

Surviving Corporation after the merger.

9. That the Surviving Corporation of the merger may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation party to this merger as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or proceeding to enforce the right of any shareholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware Code, and it does hereby irrevocably appoint the Delaware Secretary of State as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed to the Delaware Secretary of State is c/o David's Bridal, Inc., 1001 Washington Avenue, Conshohocken, Pennsylvania 19428 until the Surviving Corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made personally by delivering to and leaving with the Delaware Secretary of State duplicate copies of such process, one of which copies the Secretary of State shall forthwith send by registered mail to DBI at the above address.

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, powers, liabilities, obligations and franchises and all and every other interest of DMC and DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Section 253 of the Delaware Code.

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 DMC, Inc., respectively, on this 14th day of December, 2004.

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