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01/31/07--01034--014 **78.75

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RECEIVED
07 JAN 31 PM 12:09
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
2007 JAN 31 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

OR
1/31/07

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: TRACY SPEAR

DATE: 01/31/07

REF. #: 000262.63196

CORP. NAME: TBG ACQUISITION CORP. merging into DAVID'S BRIDAL, INC.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 520015
520014 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|---|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input checked="" type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

FILED

2007 JAN 31 PM 12:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

TBG ACQUISITION CORP.
(a Florida corporation)

with and into

DAVID'S BRIDAL, INC.
(a Florida corporation)

Pursuant to Section 607.1105, Florida Statutes

Pursuant to Section 607.1105, Florida Statutes, these Articles of Merger provide as follows:

ARTICLE I
State of Organization; Surviving Corporation

The name and state of organization of each of the constituent corporations of the merger is as follows:

Name	State of Organization
TBG Acquisition Corp.	Florida
David's Bridal, Inc.	Florida

David's Bridal, Inc., a Florida corporation, shall be the surviving entity.

ARTICLE II
Plan of Merger

The Plan of Merger providing for the merger of TBG Acquisition Corp. with and into David's Bridal, Inc. is attached hereto as Exhibit A.

ARTICLE III
Approval of the Plan

In accordance with Florida law, on January 31, 2007, the Board of Directors of TBG Acquisition Corp. approved and adopted the Plan of Merger pursuant to an action by unanimous written consent in accordance with Section 607.0821, Florida Statutes, and recommended approval of the Plan of Merger to the sole shareholder of TBG Acquisition Corp. The sole

shareholder of TBG Acquisition Corp. approved the Plan of Merger on January 31, 2007, pursuant to an action by written consent in accordance with Section 607.0704, Florida Statutes.

In accordance with Florida Law, on January 31, 2007, the Board of Directors of David's Bridal, Inc. approved and adopted the Plan of Merger pursuant to an action by unanimous written consent in accordance with Section 607.0821, Florida Statutes, and recommended approval of the Plan of Merger to the sole shareholder of David's Bridal, Inc. The sole shareholder of David's Bridal, Inc. approved the Plan of Merger on January 31, 2007, pursuant to an action by written consent in accordance with Section 607.0704, Florida Statutes.

ARTICLE IV
Effective Time

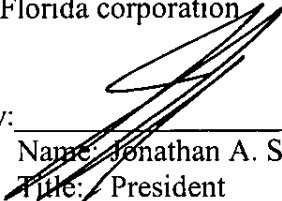
These Articles of Merger shall become effective on the date and at the time filed by the Department of State of the State of Florida.

ARTICLE IV
Counterpart Execution

These Articles of Merger may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall constitute one instrument binding on all of the parties, notwithstanding that all the parties did not sign the original or the same counterpart.

IN WITNESS WHEREOF, the undersigned and authorized officer of TBG Acquisition Corp. and the undersigned and authorized officer of David's Bridal, Inc. have caused these Articles of Merger to be executed this 31st day of January, 2007.

TBG ACQUISITION CORP.,
a Florida corporation

By: 
Name: Jonathan A. Seiffer
Title: President

DAVID'S BRIDAL, INC.,
a Florida corporation

By: _____
Name:
Title:

IN WITNESS WHEREOF, the undersigned and authorized officer of TBG Acquisition Corp. and the undersigned and authorized officer of David's Bridal, Inc. have caused these Articles of Merger to be executed this 31st day of January, 2007.

TBG ACQUISITION CORP.,
a Florida corporation

By: _____
Name: Jonathan A. Seiffer
Title: President

DAVID'S BRIDAL, INC.,
a Florida corporation

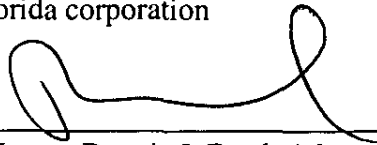
By:  _____
Name: Dennis J. Broderick
Title: Senior Vice President

EXHIBIT A

PLAN OF MERGER

PLAN OF MERGER
for the
MERGER OF TBG ACQUISITION CORP.
with and into
DAVID'S BRIDAL, INC.

This is a Plan of Merger (this "*Plan of Merger*") pursuant to which TBG ACQUISITION CORP., a Florida corporation ("*Merger Sub*"), shall be merged (the "*Merger*") with and into DAVID'S BRIDAL, INC., a Florida corporation ("*DBI*").

BACKGROUND INFORMATION

The board of directors of each of Merger Sub and DBI has determined that it is advisable and to the advantage of each such corporation and its respective shareholders that Merger Sub be merged into DBI, at the conclusion of which DBI shall remain as the surviving or resulting entity and the corporate existence of Merger Sub shall terminate and expire. In furtherance thereof, each such board of directors has approved and adopted the terms of this Plan of Merger, has recommended the adoption of this Plan of Merger and its underlying transactions to its shareholders; and DBP Holding Corp., a Delaware corporation ("*Holdco*"), as the sole shareholder of Merger Sub and Federated Department Stores, Inc., a Delaware corporation ("*Federated*"), as the sole shareholder of DBI, have approved the Merger and the adoption of this Plan of Merger. Simultaneously with the closing of the Merger, Federated will sell to Holdco and Holdco will purchase from Federated (the "*Priscilla Purchase*") all of the authorized, issued and outstanding shares of capital stock (the "*Priscilla Shares*") of Priscilla of Boston, Inc., a Delaware corporation ("*Priscilla*").

Accordingly, the Merger shall be effected as follows:

OPERATIVE PROVISIONS

1. Terms of the Merger.

(a) At the Effective Time (as defined below), in accordance with the Florida Business Corporation Act (the "*FBCA*"), Merger Sub shall be merged with and into DBI. Following the Effective Time, the separate corporate existence of Merger Sub shall cease and DBI shall continue as the surviving corporation (the "*Surviving Corporation*"). All references herein to DBI as of a time subsequent to the Effective Time shall be deemed to be references to the Surviving Corporation, and all references herein to DBI Shares (as defined below) as of a

time subsequent to the Effective Time shall be deemed to be references to the common shares of the Surviving Corporation issued in connection with the Merger.

(b) Effective Time. DBI and Merger Sub shall file Articles of Merger (the "*Articles of Merger*") and this Plan of Merger, each in a form reasonably acceptable to Merger Sub, Holdco and Federated, executed in accordance with the relevant provisions of the FBCA with the Department of State of the State of Florida and shall make all other filings or recordings required under the FBCA to effect the Merger as contemporaneously in time as practicable with the date upon which the Closing (as defined below) occurs. The Merger shall become effective at such time as the Articles of Merger and this Plan of Merger are duly filed with the Department of State of the State of Florida or at such later time as may be specified in the Articles of Merger (the "*Effective Time*").

(c) Effect of the Merger. The Merger shall have the effect set forth in this Plan of Merger and in the applicable provisions of the FBCA. Without limiting the generality of the foregoing, and subject thereto and any other applicable laws, at the Effective Time, all the properties, rights, privileges, powers and franchises of DBI and Merger Sub shall vest in the Surviving Corporation, and all debts, liabilities, obligations, restrictions, disabilities and duties of DBI and Merger Sub shall become the debts, liabilities, obligations, restrictions, disabilities and duties of the Surviving Corporation.

(d) Conversion of Shares.

(i) Conversion of DBI Shares. The authorized shares of capital stock of DBI (collectively, the "*DBI Shares*"), issued and outstanding immediately prior to the Effective Time shall be canceled and extinguished in the Merger and the DBI Shares issued and outstanding immediately prior to the Effective Time, which are all owned by Federated, shall collectively be converted into the right to receive the consideration specified in Section 2 of this Plan of Merger (as adjusted pursuant to Section 5 of this Plan of Merger), and the holders of the DBI Shares shall cease to have any rights with respect to such stock other than the right to receive with respect thereto the consideration specified in Section 2 of this Plan of Merger (as adjusted pursuant to Section 5 of this Plan of Merger) upon the surrender of the certificate representing such stock.

(ii) Conversion of Merger Sub Shares. Each issued and outstanding share of Merger Sub common stock issued and outstanding immediately prior to the Merger shall be converted in the Merger into one share of common stock, par value \$0.01 per share, of the Surviving Corporation.

(e) Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be the Fourth Amended and Restated Articles of Incorporation of DBI in the form attached hereto as Exhibit A-1, to be effective from and after the Effective Time until thereafter altered, amended or repealed.

(f) Bylaws. The Bylaws of the Surviving Corporation shall be the Bylaws of Merger Sub in effect immediately prior to the Effective Time, to be effective from and after the Effective Time until thereafter altered, amended or repealed.

(g) Directors and Officers. The directors of Merger Sub immediately prior to the Effective Time shall be the directors of the Surviving Corporation, and the officers of DBI at the Effective Time shall be the officers of the Surviving Corporation, in each case from and after the Effective Time until their respective terms of office have expired or until their resignation, removal or death.

2. Purchase Price. At the closing of the Merger and upon the terms and subject to the conditions set forth in this Plan of Merger:

(a) In consideration for the consummation of the Merger, Merger Sub and Holdco shall pay Federated an amount equal to \$728,146,376.40 (the "***Estimated DBI Purchase Price***") by wire transfer of immediately available funds.

(b) Merger Sub and Holdco shall pay funds equal to the Estimated DBI Purchase Price to an account designated in writing by Federated not less than two days prior to the Closing Date.

3. Closing. The closings of the Priscilla Purchase and the Merger (the "***Closing***") shall take place at the offices of Jones Day, 222 East 41st Street, New York, New York, or by facsimile transmission, at 10:00 a.m., local time, on January 31, 2007, or at such other place, time and date as the parties may agree (the date upon which the Closing occurs, being the "***Closing Date***").

4. Purchase Price Adjustments. The aggregate consideration to be paid in respect of the Merger and the Priscilla Purchase shall be subject to adjustments pursuant to the procedures and in the amounts as more particularly set forth in the Stock Purchase Agreement and Plan of Merger (the "***Merger Agreement***"), dated as of November 16, 2006, by and among Federated, DBI, Holdco and Merger Sub (as amended from time to time), including as set forth in Section 1.6 of the Agreement and the allocation procedures set forth in Section 7.6(l) of the Merger Agreement.

EXHIBIT A-1

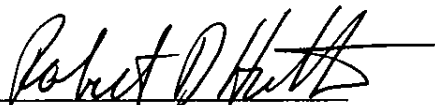
Fourth Amended and Restated Articles of Incorporation

**FOURTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
DAVID'S BRIDAL, INC.**

Pursuant to Section 607.1006 and Section 607.1007, Florida Statutes, the undersigned corporation hereby adopts the articles of amendment and restatement annexed hereto as Annex A (the "Articles").

- FIRST: The name of this corporation is David's Bridal, Inc.
- SECOND: The articles of incorporation of this corporation are hereby amended and restated in their entirety in the form of the Articles.
- THIRD: This amendment and restatement to the Articles of Incorporation of this corporation set forth above has been effected pursuant those certain Articles of Merger and that certain Plan of Merger, which provide for the merger of TBG Acquisition Corp., a Florida corporation ("TBG"), with and into this corporation with this corporation continuing as the surviving corporation, which Articles of Merger and Plan of Merger were adopted by the Board of Directors of this corporation as of January 31, 2007 and by the sole shareholder of this corporation by written consent as of January 31, 2007. As of the date immediately prior to the date of filing of this amendment and restatement to the Articles of Incorporation of this corporation, (i) the only shares of capital stock issued and outstanding were shares of common stock, par value \$.01 per share, all of which were owned by the sole shareholder that adopted the Articles of Merger and Plan of Merger and (ii) there were no shares of any class of Preferred Stock issued or outstanding.

DAVID'S BRIDAL, INC.

By: 

Name: Robert D. Huth

Title: President

Date: January 31, 2007

ANNEX A

**FOURTH AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DAVID'S BRIDAL, INC.**

ARTICLE I

Name

The name of this corporation shall be:

David's Bridal, Inc.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

11111 Santa Monica Boulevard
Suite 2000
Los Angeles, California 90025

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$0.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at CT Corporation System and the initial registered agent of this corporation at such office shall be 1200 South Pine Island Road, Plantation, Florida 33324. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) member, the exact number of directors to be fixed from time to time by the Board of Directors or by the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of

directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE IX

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.


ARTICLE X

Affiliated Transactions

The provisions of Section 607.0901 of the Florida Business Corporation Act, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, these Fourth Amended and Restated Articles of Incorporation of David's Bridal, Inc. have been executed for the uses and purposes therein stated this 31st day of January, 2007.

DAVID'S BRIDAL, INC.

By: 
Name: Robert D. Huth
Title: President