

L96535

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

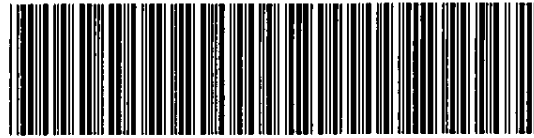
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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12/27/11--01013--017 \*\*78.75

EFFECTIVE DATE

12-31-11

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2011 DEC 27 PM 12:18  
NOT INTENDED  
TO ASSIGN OR PLEDGE  
SUFFICIENCY OF FILINGS

FILED  
11 DEC 27 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DR  
12/27/11

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

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: RICKY SOTO

DATE: 12/27/2011

REF. #: 000150.159002

CORP. NAME: PRISCILLA OF BOSTON, INC. (a Delaware corporation) merging into DAVID'S BRIDAL, INC. (a Florida corporation)

- |  |   |  |
|--|---|--|
| <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# 542 744 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 type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

EFFECTIVE DATE

12-31-11

FILED

11 DEC 27 PM 12:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

PRISCILLA OF BOSTON, INC.,  
a Delaware corporation

into

DAVID'S BRIDAL, INC.,  
a Florida corporation

Pursuant to the provisions of the Florida Business Corporation Act, Priscilla of Boston, Inc., a Delaware corporation (the "Company"), and David's Bridal, Inc., a Florida corporation ("Surviving Company"), hereby adopt the following Articles of Merger for the purpose of merging the Company with and into Surviving Company (the "Merger").

**FIRST:** The name and the state of incorporation of each of the constituent companies to the Merger are:

Priscilla of Boston, Inc., a Delaware corporation;

and

David's Bridal, Inc., a Florida corporation.

**SECOND:** An Agreement and Plan of Merger, dated as of December 27, 2011, by and between the Company and the Surviving Company, substantially in the form attached hereto as Exhibit A (the "Merger Agreement"), has been executed, adopted and approved, certified and acknowledged by the Company and Surviving Company in accordance with the manner prescribed by the laws of the State of Florida and the State of Delaware.

**THIRD:** The Merger shall become effective at 11:59 p.m. on December 31, 2011.

**FOURTH:** The surviving company of the Merger is Surviving Company.

**FIFTH:** The Merger is permitted by the laws of the State of Florida, which is the state of formation of Surviving Company, and the laws of the State of Delaware, which is the state of incorporation of the Company.

**SIXTH:** The Articles of Incorporation of Surviving Company shall be the Articles of Incorporation of the surviving company.

**SEVENTH:** The Bylaws of Surviving Company as in effect as of the date of these Articles of Merger, shall continue in full force and effect and shall be the Bylaws of the surviving company until changed, altered or amended in the manner prescribed by the law of the State of Florida.

**EIGHTH:** The board of directors and officers of Surviving Company as in effect as of the date of these Articles of Merger, shall remain the directors and officers of the surviving

company until their successors have been duly elected and qualified in accordance with the Articles of Incorporation and Bylaws of Surviving Company.

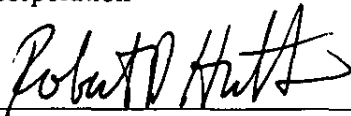
**NINTH:** The Merger Agreement was adopted and approved by a written consent of the board of directors and the sole shareholder of Surviving Company on December 16, 2011.

**TENTH:** The Merger Agreement was adopted and approved by a written consent of the board of directors and the sole shareholder of the Company on December 16, 2011.

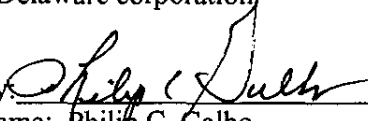
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**IN WITNESS WHEREOF**, each of the Company and Surviving Company have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective authorized officer, on this 27th day of December, 2011.

**DAVID'S BRIDAL, INC.**,  
a Florida corporation

By:   
Name: Robert D. Huth  
Title: President / Chief Executive Officer

**PRISCILLA OF BOSTON, INC.**,  
a Delaware corporation

By:   
Name: Philip C. Galbo  
Title: Senior Vice President / Treasurer

**EXHIBIT A:**  
**Agreement and Plan of Merger**

## AGREEMENT AND PLAN OF MERGER

**AGREEMENT AND PLAN OF MERGER**, dated December 27, 2011, between Priscilla of Boston, Inc., a Delaware corporation (the "Company"), and David's Bridal, Inc., a Florida corporation (the "Surviving Corporation" and together with the Company, the "Constituent Corporations").

The parties hereby agree that in accordance with the Florida Business Corporation Act and the Delaware General Corporation Law, the Company shall be merged with and into the Surviving Corporation, with the Surviving Corporation being the surviving corporation, and that the terms and conditions of the Merger and the mode of carrying into effect the Merger shall be as follows:

1. **The Merger.** Upon the terms and conditions hereinafter set forth and in accordance with the Florida Business Corporation Act and the Delaware General Corporation Law, at the Effective Time (as defined below), the Company shall be merged with and into the Surviving Corporation and thereupon the separate existence of the Company shall cease, and the Surviving Corporation, as the surviving corporation, shall continue to exist under and be governed by the Florida Business Corporation Act.

2. **Filing.** The Surviving Corporation will cause Articles of Merger, in compliance with the provisions of applicable law to be executed and filed with the Secretary of State of the State of Florida and the Secretary of State of the State of Delaware, in the forms attached as Exhibit A and Exhibit B hereto (the "Articles of Merger").

3. **Effective Date and Time of Merger.** The Merger shall become effective as of 11:59 p.m. on December 31, 2011 (such time is referred to as the "Effective Time").

4. **Articles of Incorporation and Bylaws.** Upon the effectiveness of the Merger, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the surviving corporation. The Bylaws of the Surviving Corporation shall be the Bylaws of the surviving corporation.

5. **Directors and Officers.** The directors and officers of the Surviving Corporation at the Effective Time shall remain the directors and officers of the surviving corporation; in each case, such directors and officers to serve until their successors have been duly elected and qualified in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

6. **Conversion of Shares.** Upon the Effective Time, by virtue of the Merger and without any action on the part of the parties, each share of the Company's common stock issued and outstanding as of the Effective Time shall be converted into one one/hundredth (1/100) of one share of the Surviving Corporation's common stock and each such fractional share resulting from such conversion shall be immediately contributed, without the payment of any consideration therefor, from DBP Holding Corp. to the Surviving Corporation for cancellation. By approval of the Merger as sole shareholder of the Company and the Surviving Company, DBP Holding Corp. shall be deemed to have consented to the immediate contribution of such fractional shares to the Surviving Corporation.

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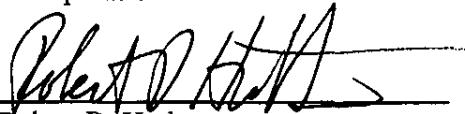
7. **Effect of Merger.** Upon the Effective Time, the Surviving Corporation shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of the Constituent Corporations, and all obligations belonging to or due to the Constituent Corporations, all of which shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all the obligations of the Constituent Corporations; any claim existing, or action or proceeding pending, by or against the Constituent Corporations, may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place; and all the rights of creditors of the Constituent Corporations shall be preserved unimpaired.

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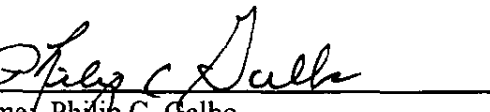


IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be signed in their corporate names and on their behalf by authorized officers, on this 27th day of December 2011.

**DAVID'S BRIDAL, INC.,**  
a Florida corporation

By:   
Name: Robert D. Huth  
Title: President / Chief Executive Officer

**PRISCILLA OF BOSTON, INC.,**  
a Delaware corporation

By:   
Name: Philip C. Galbo  
Title: Senior Vice President / Treasurer