

L96535

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**MERGER OR SHARE EXCHANGE
DAVID'S BRIDAL, INC.**

Certificate of Status	0
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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with section 607.1109 of the Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
David's Bridal, Inc.	Florida	L96535

SECOND: The name and jurisdiction of the merging corporations are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
KPS Marketing, Inc.	Pennsylvania	N/A
Malibu Bridal, Inc.	Pennsylvania	N/A

THIRD: The Agreement and Plan of Merger (the "Plan of Merger") is attached.

FOURTH: Each of the Mergers shall become effective on December 29, 2012 at 11:00 P.M.

FIFTH: The Plan of Merger was adopted by the sole shareholder of the surviving corporation on December 14, 2012.

SIXTH: The Plan of Merger was adopted by the sole shareholder of each of the merging corporations on December 14, 2012.

SEVENTH: These Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

EIGHTH: 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 parties did not sign the original or the same counterpart.

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TALLAHASSEE, FLORIDA
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IN WITNESS WHEREOF, the undersigned and authorized officer of David's Bridal, Inc. and each of the undersigned and authorized officer of KPS Marketing, Inc. and Malibu Bridal, Inc. have caused these Articles of Merger to be executed this 17th day of December, 2012.

<p>David's Bridal, Inc., a Florida corporation</p> <p>By: <u>[Signature]</u> Name: <u>Philip C. Galbo</u> Title: <u>SVP, Treasurer</u></p>	<p>KPS Marketing, Inc., a Pennsylvania corporation</p> <p>By: <u>[Signature]</u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u></p>
<p>Malibu Bridal, Inc., a Pennsylvania corporation</p> <p>By: <u>[Signature]</u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u></p>	

[Signature Page to David's Bridal, Inc. Articles of Merger]

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, dated as of December 14, 2012 (this "Agreement"), is by and among KPS Marketing, Inc., a Pennsylvania corporation ("KPS"), Malibu Bridal, Inc., a Pennsylvania corporation ("Malibu"), AND David's Bridal, Inc., a Florida corporation ("DBI" and, together with KPS and Malibu, the "Parties").

WITNESSETH:

WHEREAS, DBP Holding Corp. is the parent of DBI, and DBI is the parent of each of KPS and Malibu;

WHEREAS, each of the Board of Directors and the stockholders of each of KPS, Malibu and DBI have determined that it is appropriate, advisable and in the best interests of each of KPS, Malibu and DBI for KPS, Malibu and DBI to merge with and into DBI pursuant to the provisions of the Pennsylvania Business Corporation Law of 1988 (the "PABCL"), upon the terms and conditions herein set forth; and

WHEREAS, each of the Board of Directors and the stockholders of each of KPS, Malibu and DBI have approved this Agreement.

NOW THEREFORE, in consideration of the foregoing and the covenants and conditions herein contained, and in accordance with the provisions of the PABCL and the FBCA, the Parties hereto agree as follows:

Section 1.1 The Mergers.

(a) In accordance with the provisions of this Agreement, the PABCL and the FBCA, KPS and Malibu shall be merged with and into DBI (collectively, the "Mergers"). From and after the Effective Time (as defined below), DBI shall be the surviving corporation of each of the Mergers (the "Surviving Company") and shall continue its corporate existence under the laws of the State of Florida.

(b) The name of the Surviving Company of each of the Mergers shall be David's Bridal, Inc. The Surviving Company shall possess all the rights, privileges, immunities, powers and franchises of each of KPS and Malibu, and shall by operation of law become liable for all the debts, liabilities, obligations and duties of each of KPS and Malibu to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Company, as provided in the PABCL and the FBCA.

(c) Each of the Mergers shall become effective at the time when DBI duly files a certificate of merger with the Pennsylvania Department of State and the Florida Department of State or at such later time as is agreed by the parties and set forth in the certificate of merger, in such form as is required by, and executed in accordance with, the relevant provisions of the PABCL and the FBCA, respectively (such time, the "Effective Time").

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(d) The separate corporate existence of each of KPS and Malibu shall cease at the Effective Time of each of the Mergers in accordance with the provisions of the PABCL and the FBCA.

Section 1.2 Conversion of Interest. Each share of capital stock of DBI outstanding immediately prior to the Effective Time of each of the Mergers shall, without any action on the part of the holder thereof, remain unchanged and continue as a share of capital stock of the Surviving Company without any conversion thereof, and each share of capital stock of each of KPS and Malibu outstanding immediately prior to the Effective Time of each of the respective Mergers shall, without any action on the part of the holder thereof, be cancelled and cease to exist, and no consideration shall be issued in respect thereof.

Section 1.3 Organizational Documents. The articles of incorporation of the Surviving Company shall be the Fifth Amended and Restated Articles of Incorporation of DBI in effect immediately prior to the Effective Time of each of the Mergers, until thereafter changed or amended as provided therein or by applicable law, and the bylaws of the Surviving Company shall be the Bylaws of DBI in effect immediately prior to the Effective Time of each of the Mergers, until thereafter changed or amended.

Section 1.4 Directors and Officers. From and after the Effective Time of each of the Mergers, the directors of DBI immediately prior to the Effective Time of each of the Mergers shall be the directors of the Surviving Company. From and after the Effective Time of each of the Mergers, the officers of DBI immediately prior to the Effective Time of each of the Mergers shall be the officers of the Surviving Company.

Section 1.5 Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

[Remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be signed by their respective duly authorized officers as of the date first above written.

David's Bridal, Inc., a Florida corporation By: <u><i>Philip C. Galbo</i></u> Name: <u>Philip C. Galbo</u> Title: <u>SVP, Treasurer</u>	KPS Marketing, Inc., a Pennsylvania corporation By: <u><i>William Engelbrecht</i></u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u>
Malibu Bridal, Inc., a Pennsylvania corporation By: <u><i>William Engelbrecht</i></u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u>	

[Signature Page to Merger Agreement of KPS Marketing, Inc., Malibu Bridal, Inc. and David's Bridal, Inc.]