

L96535

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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
DAVID'S BRIDAL, INC.

Certificate of Status	0
Certified Copy	0
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\$175.00

Merger
effective date
12-29-12

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 entities are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
David's Bridal International Group, Inc.	Delaware	N/A
DB E-Com Holdco LLC	Delaware	N/A
OWD JV, LLC	Delaware	N/A
OURWEDDINGDAY.COM LLC	Delaware	N/A

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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 the merging corporation David's Bridal International Group, Inc. on December 14, 2012.

SEVENTH: The Plan of Merger was adopted by the sole member of each of the merging entities DB E-Com Holdco LLC, OWD JV, LLC and OURWEDDINGDAY.COM LLC on December 14, 2012.

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

NINTH: 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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IN WITNESS WHEREOF, the undersigned and authorized officer of David's Bridal, Inc. and each of the undersigned and authorized officer of David's Bridal International Group, Inc., DB E-Com Holdco LLC, OWD JV, LLC and OURWEDDINGDAY.COM LLC have caused these Articles of Merger to be executed this 11th day of December, 2012.

<p>David's Bridal, Inc., a Florida corporation</p> <p>By: <u>[Signature]</u> Name: <u>Ph. P. E. Galbo</u> Title: <u>CEO, Treasurer</u></p>	<p>David's Bridal International Group, Inc., a Delaware corporation</p> <p>By: <u>[Signature]</u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u></p>
<p>DB E-Com Holdco LLC, a Delaware limited liability company</p> <p>By: <u>[Signature]</u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u></p>	<p>OWD JV, LLC, a Delaware limited liability company</p> <p>By: <u>[Signature]</u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u></p>
<p>OURWEDDINGDAY.COM LLC, a Delaware limited liability company</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 David's Bridal International Group, Inc., a Delaware corporation ("DBIG"), DB E-Com Holdco LLC, a Delaware limited liability company ("DBE"), OWD JV, LLC, a Delaware limited liability company ("OWD") and OURWEDDINGDAY.COM LLC, a Delaware limited liability company ("WDC"), AND David's Bridal, Inc., a Florida corporation ("DBI" and, together with DBIG, DBE, OWD and WDC, the "Parties").

WITNESSETH:

WHEREAS, DBP Holding Corp. is the parent of DBI, DBI is the parent of DBIG, DBI is the sole member of DBE, DBE is the sole member of OWD, and OWD is the sole member of WDC;

WHEREAS, each of the Board of Directors and the stockholders of each of DBIG and DBI have determined that it is appropriate, advisable and in the best interests of each of DBIG and DBI for DBIG to merge with and into DBI pursuant to the provisions of the Delaware General Corporation Law ("DGCL") and the Florida Business Corporation Act (the "FBCA"), upon the terms and conditions herein set forth;

WHEREAS, each of the Managing Member of each of DBE, OWD and WDC and the Board of Directors and stockholders of DBI have determined that it is appropriate, advisable and in the best interests of each of DBE, OWD, WDC and DBI for DBE, OWD and WDC to merge with and into DBI pursuant to the provisions of the Delaware Limited Liability Company Act ("DLLCA") and the FBCA, upon the terms and conditions herein set forth; and

WHEREAS, each of the Board of Directors and the stockholders of each of DBIG and DBI and each of the Managing Member of each of DBE, OWD and WDC 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 DGCL, DLLCA and the FBCA, the Parties hereto agree as follows:

Section 1.1 The Mergers.

(a) In accordance with the provisions of this Agreement and the DGCL, DLLCA and the FBCA, DBIG, DBE, OWD and WDC 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 DBIG, DBE, OWD and WDC, and shall by operation of law become liable for all the debts, liabilities, obligations and duties of each of DBIG, DBE, OWD and WDC

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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 DGCL, DLLCA and the FBCA.

(c) Each of the Mergers shall become effective at the time when DBI duly files a certificate of merger with the Delaware Secretary 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 DGCL, DLLCA and the FBCA, respectively (such time, the "Effective Time").

(d) The separate corporate existence of DBIG, and the separate limited liability company existence of DBE, OWD and WDC shall cease at the Effective Time of each of the Mergers in accordance with the provisions of the DGCL, DLLCA and the FBCA.

Section 1.2 Conversion of Interest.

a. 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.

b. Each share of capital stock of DBIG outstanding immediately prior to the Effective Time of each of the 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.

c. Each membership unit of each of DBE, OWD and WDC outstanding immediately prior to the Effective Time of each of the 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.

<p>David's Bridal, Inc., a Florida corporation</p> <p>By: <u>[Signature]</u> Name: <u>Philip C. Gelbo</u> Title: <u>SVP, Treasurer</u></p>	<p>David's Bridal International Group, Inc., a Delaware corporation</p> <p>By: <u>[Signature]</u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u></p>
<p>DB E-Com Holdco LLC, a Delaware limited liability company</p> <p>By: <u>[Signature]</u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u></p>	<p>OWD IV, LLC, a Delaware limited liability company</p> <p>By: <u>[Signature]</u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u></p>
<p>OURWEDDINGDAY.COM LLC, a Delaware limited liability company</p> <p>By: <u>[Signature]</u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u></p>	

[Signature Page to Merger Agreement of David's Bridal International Group, Inc., DB E-Com Holdco LLC, OWD IV, LLC, OURWEDDINGDAY.COM LLC and David's Bridal, Inc.]