

L96535

Florida Department of State
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RE-SUBMIT

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

Attn: Tina Roberts

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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:

EFFECTIVE DATE
12-29-12

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

SECOND: The name and jurisdiction of the merging corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
David's Bridal of Puerto Rico, Inc.	Puerto Rico	N/A

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

FOURTH: The Merger 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 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.

IN WITNESS WHEREOF, the undersigned and authorized officer of David's Bridal, Inc. and the undersigned and authorized officer of David's Bridal of Puerto Rico, Inc. have caused these Articles of Merger to be executed this 14th day of December, 2012.

<p>David's Bridal, Inc., a Florida corporation</p> <p>By: <u><i>Philip E. Gallo</i></u> Name: <u>Philip E. Gallo</u> Title: <u>SVP, Treasurer</u></p>	<p>David's Bridal of Puerto Rico, Inc., a Puerto Rican corporation</p> <p>By: <u><i>William Engelbrecht</i></u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u></p>
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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, dated as of December 14, 2012 (this "Agreement"), is by and between David's Bridal of Puerto Rico, Inc., a Puerto Rican corporation ("DBPR") AND David's Bridal, Inc., a Florida corporation ("DBI" and, together with DBPR, the "Parties").

WITNESSETH:

WHEREAS, DBP Holding Corp. is the parent of DBI, and DBI is the parent of DBPR;

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

WHEREAS, each of the Board of Directors and the stockholders of each of DBPR 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 PRGCA and FBCA, the Parties hereto agree as follows:

Section 1.1. The Merger.

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

(b) The name of the Surviving Company shall be David's Bridal, Inc. The Surviving Company shall possess all the rights, privileges, immunities, powers and franchises of DBPR, and shall by operation of law become liable for all the debts, liabilities, obligations and duties of DBPR 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 PRGCA and FBCA.

(c) The Merger shall become effective at the time when DBI duly files a certificate of merger with the Puerto Rico 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 DBPR and the FBCA, respectively (such time, the "Effective Time").

(d) The separate corporate existence of DBPR shall cease at the Effective Time in accordance with the provisions of the PRGCA and the FBCA.

Section 1.2 Conversion of Interest. Each share of capital stock of DBI outstanding immediately prior to the Effective Time 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 DBPR outstanding immediately prior to the Effective Time 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, 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, until thereafter changed or amended.

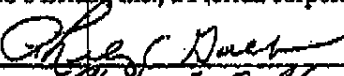
Section 1.4 Directors and Officers. From and after the Effective Time, the directors of DBI immediately prior to the Effective Time shall be the directors of the Surviving Company. From and after the Effective Time, the officers of DBI immediately prior to the Effective Time shall be the officers of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

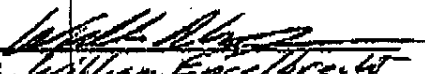
[Remainder of this page intentionally left blank.]

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: 
Name: Philip E. Gallo
Title: SVP, Treasurer

David's Bridal of Puerto Rico, Inc., a Puerto Rican corporation

By: 
Name: William Escalbrant
Title: Secretary