

L96535

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TALLAHASSEE, FLORIDA

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DATE: 12/27/13

NAME: DAVID'S BRIDAL, INC.

TYPE OF FILING: MERGER

COST: 78.75

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

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ARTICLES OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with section 607.1105 and section 607.1107 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 corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
DBP Holding Corp.	Delaware	N/A

EFFECTIVE DATE
12-28-13

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

FOURTH: The Merger shall become effective on December 28, 2013.

FIFTH: The Plan of Merger was adopted by the sole shareholder of the surviving corporation on December 23, 2013.

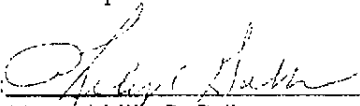
SIXTH: The Plan of Merger was adopted by the sole shareholder of the merging corporation on December 23, 2013.

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

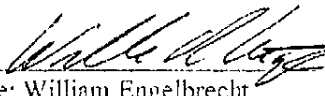
EIGHTH: These Articles of Merger may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall constitute one instrument binding on all of the parties, notwithstanding that all of the parties did not sign the original or the same counterpart.

IN WITNESS WHEREOF, the undersigned and authorized officer of David's Bridal, Inc. and the undersigned and authorized officer of DBP Holding Corp. have caused these Articles of Merger to be executed this 27th day of December, 2013.

DAVID'S BRIDAL, INC.,
a Florida corporation

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

DBP Holding Corp.,
a Delaware corporation

By: 
Name: William Engelbrecht
Title: Vice President and Secretary

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, dated as of December 27, 2013 (this "Agreement"), is by and between DBP Holding Corp., a Delaware corporation ("DBP") and David's Bridal, Inc., a Florida corporation ("DBI") and, together with DBP, the "Parties").

WITNESSETH:

WHEREAS, DBI is a wholly-owned subsidiary of DBP Holding Corp.;

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

WHEREAS, the Board of Directors of each of DBP and DBI has approved this Agreement and directed that it be submitted to the vote of the stockholders of each of DBP and DBI.

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

Section 1.1 The Merger.

(a) In accordance with the provisions of this Agreement, the DGCL and the FBCA, DBP 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 DBP, and shall by operation of law become liable for all the debts, liabilities, obligations and duties of DBP 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 FBCA.

(c) The Merger 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 and the FBCA, respectively (such time, the "Effective Time").

(d) The separate corporate existence of DBP shall cease at the Effective Time in accordance with the provisions of the DGCL 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 DBP 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 DBI, as in effect immediately prior to the Effective Time, shall be the articles of incorporation of the Surviving Company from and after the Effective Time, until thereafter changed or amended as provided therein or by applicable law. 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.

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AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

DBP HOLDING CORP.

By: 

Name: William Engelbrecht

Title: Vice President and Secretary

DAVID'S BRIDAL, INC.

By: 

Name: Philip Q. Galbo

Title: Senior Vice President and
Treasurer