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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

ARTICLES OF MERGER OR CONSOLIDATION INTO  
(To Be Filed In Duplicate Original)

David's Bridal, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of ☒ Merger or ☐ Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

- a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

| Name of entity                                | Type of entity              | State under which entity is organized |
|-----------------------------------------------|-----------------------------|---------------------------------------|
| <u>David's Bridal, Inc.</u> 110402            | <u>Business Corporation</u> | <u>Florida</u>                        |
| <u>David's Bridal of Warwick, Inc.</u> 111186 | <u>Business Corporation</u> | <u>Rhode Island</u>                   |

- b. The laws of the state under which each entity is organized permit such merger or consolidation.
- c. The full name of the surviving or new entity is David's Bridal, Inc.  
which is to be governed by the laws of the state of Florida
- d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation) **See attached Exhibit A.**
- e. If the surviving entity's name has been amended via the merger, please state the new name:  
N/A

- f. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that: it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

David's Bridal, Inc. was qualified to do business in Rhode Island on January 14, 2000.

- g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) Upon filing with the Secretary of State of Rhode Island.

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

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of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

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| <u>Name of Business Corporation</u> | <u>Total Number of<br/>Shares Outstanding</u> | <u>Entitled to Vote as a Class</u> |                             |
|-------------------------------------|-----------------------------------------------|------------------------------------|-----------------------------|
|                                     |                                               | <u>Designation<br/>of Class</u>    | <u>Number of<br/>Shares</u> |
|                                     |                                               |                                    |                             |
|                                     |                                               |                                    |                             |
|                                     |                                               |                                    |                             |
|                                     |                                               |                                    |                             |

- b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

N/A

| <u>Name of Business Corporation</u> | <u>Total<br/>Voted For</u> | <u>Total<br/>Voted Against</u> | <u>Entitled to Vote as a Class</u> |                  |                      |
|-------------------------------------|----------------------------|--------------------------------|------------------------------------|------------------|----------------------|
|                                     |                            |                                | <u>Class</u>                       | <u>Voted For</u> | <u>Voted Against</u> |
|                                     |                            |                                |                                    |                  |                      |
|                                     |                            |                                |                                    |                  |                      |
|                                     |                            |                                |                                    |                  |                      |
|                                     |                            |                                |                                    |                  |                      |

- c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.
- d. Complete the following subparagraphs i,ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is David's Bridal of Warwick, Inc.

ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

| <u>Number of Shares<br/>Outstanding of the<br/>Subsidiary Corporation</u> | <u>Designation<br/>of Class</u> | <u>Number of Shares of<br/>Subsidiary Corporation Owned<br/>by Surviving Corporation</u> | <u>Designation<br/>of Class</u> |
|---------------------------------------------------------------------------|---------------------------------|------------------------------------------------------------------------------------------|---------------------------------|
| <u>100</u>                                                                | <u>Common</u>                   | <u>100</u>                                                                               | <u>Common</u>                   |
|                                                                           |                                 |                                                                                          |                                 |
|                                                                           |                                 |                                                                                          |                                 |
|                                                                           |                                 |                                                                                          |                                 |

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on November 1, 2000

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**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

N/A

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.
- .....

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED N/A

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

David's Bridal, Inc.

Print Entity Name

By: [Signature]  
Name of person signing

Jan R. Kniffen, Vice President

Title of person signing

By: [Signature]  
Name of person signing

Richard A. Brickson, Secretary

Title of person signing

STATE OF Missouri  
COUNTY OF St. Louis  
CITY

In St. Louis, Missouri, on this 27<sup>th</sup> day of December, 2001, before me personally appeared Jan R. Kniffen who, being duly sworn, declared that he/she is the Vice President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

SARAH JANE WESTOVER  
Notary Public — Notary Seal  
STATE OF MISSOURI  
St. Louis County  
My Commission Expires: August 10, 2003

[Signature]  
Notary Public  
My Commission Expires: \_\_\_\_\_

Print Entity Name

By: \_\_\_\_\_  
Name of person signing

Title of person signing

By: \_\_\_\_\_  
Name of person signing

Title of person signing

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

In \_\_\_\_\_, on this \_\_\_\_\_ day of \_\_\_\_\_, before me personally appeared \_\_\_\_\_ who, being duly sworn, declared that he/she is the \_\_\_\_\_ of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Notary Public  
My Commission Expires: \_\_\_\_\_

Insert 1

Approval of the merger by David's Bridal, Inc.'s (a Florida corp. and the surviving corporation of the merger) sole shareowner was not required pursuant to Section 607.1103(7) of the Florida Business Corporation Act.

Approval of the merger by David's Bridal of Warwick, Inc.'s (a Rhode Island corp. and the non-surviving corporation of the merger) sole shareowner was not required pursuant to Section 7-1.1-68.1 of the Rhode Island General Laws, as amended.

## EXHIBIT A

AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), dated this 18<sup>th</sup> day of October, 2000, pursuant to Sections 607.1103, 607.1104, 607.1105 and 607.1106 of the Florida Business Corporation Act (the "Florida Act") and Section 7-1.1-68.1 of the Rhode Island General Laws, 1956, as amended (the "Rhode Island Laws"), between David's Bridal of Warwick, Inc., a Rhode Island corporation (the "Rhode Island Corporation"), and David's Bridal, Inc., a Florida corporation (hereinafter referred to as "DBI" or as the "Surviving Corporation").

WHEREAS, DBI is the legal and beneficial holder of all the issued and outstanding shares of stock of the Rhode Island Corporation and deems it to be in the best interests of the constituent corporations to merge the Rhode Island Corporation into DBI;

NOW, THEREFORE, DBI and the Rhode Island Corporation hereby agree as follows:

1. The Rhode Island Corporation shall be merged with and into its sole shareowner, DBI, which shall be the surviving corporation of the merger. The Rhode Island Corporation is not qualified to do business in the State of Florida, the state of incorporation of DBI.
2. The Merger Agreement has been approved and adopted by the board of directors of each of DBI and the Rhode Island Corporation by unanimous written consent in lieu of a special meeting on October 18, 2000 in accordance with the provisions of Sections 607.1103 (7) and 607.0821 of the Florida Act and Section 7-1.1-68.1 of the Rhode Island Law. The Merger Agreement shall be mailed to DBI, the sole shareowner of the Rhode Island Corporation.
3. Articles of Merger shall be filed with the Florida Department of State, Division of Corporations on behalf of DBI, pursuant to Section 607.1105 of the Florida Act and with the Secretary of State of Rhode Island on behalf of the Rhode Island Corporation, pursuant to Section 7-1-1-68.1(c) of the Rhode Island Law.
4. DBI was incorporated in the State of Florida on August 29, 1990 under the name Phillie Bridals, Inc. An amendment changing the name of the corporation to David's Bridal, Inc. was filed on September 1, 1995 with the Florida Department of State.
5. DBI was qualified to do business in the State of Rhode Island on January 14, 2000.
6. The Third Amended and Restated Articles of Incorporation (the "Restated Articles") of DBI shall be the Restated Articles of the Surviving Corporation.

7. All of the issued and outstanding shares of the Rhode Island Corporation shall be canceled without consideration upon the effective date of the merger. Each share of DBI before the merger will represent the same number of shares of the Surviving Corporation after the merger.

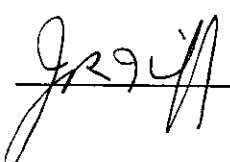
8. The merger of the Rhode Island Corporation into DBI is without consideration, accordingly, no documentary stamps are required pursuant to Section 44-25-1 of the Rhode Island General Law.

9. C T Corporation System is the registered agent of the Surviving Corporation for service of process in a proceeding to enforce any obligation of any domestic corporation which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareowner of any domestic corporation against the Surviving Corporation. C T Corporation System's address is as follows: 10 Weybosset Street, Providence, Rhode Island 02903. The Surviving Corporation shall promptly pay to the dissenting shareowners of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Rhode Island Laws with respect to the rights of dissenting shareowners.

10. The officers and directors of DBI shall be the officers and directors of the Surviving Corporation and shall hold office from the effective date of the merger until their respective successors are duly elected or appointed and qualified in the manner provided in the Restated Articles and the By-Laws of the Surviving Corporation or as otherwise provided by law.

11. Upon the effective date of the merger, the rights, privileges, liabilities, powers and franchises and all and every other interest of each of the Rhode Island Corporation and DBI shall be vested in the Surviving Corporation in accordance with Section 607.1106 of the Florida Act and Section 7-1.1-69 of the Rhode Island Law.

IN WITNESS WHEREOF, the constituent corporations party to this Merger Agreement have caused this Merger Agreement to be executed by Jan R. Kniffen, Vice President of David's Bridal, Inc., and Richard A. Brickson, Vice President and Secretary of David's Bridal of Warwick, Inc., on this 18<sup>th</sup> day of October, 2000.

| <u>Name of Corporation</u>                      | <u>Signature</u>                                                                    | <u>Typed/Printed Name of Individual &amp; Title</u> |
|-------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------|
| David's Bridal, Inc.<br>(Surviving Corporation) |  | Jan R. Kniffen, Vice President                      |
| <u>Merging Corporation</u>                      |                                                                                     |                                                     |
| David's Bridal of Warwick, Inc.                 |  | Richard A. Brickson,<br>Vice President & Secretary  |