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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

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is David's Bridal of Warwick, Inc. ^{del. 4c} ₁₁₀₄₀₂

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:

sale of bridal wear

4. The aggregate number of shares which the corporation shall have authority to issue is: 1,000

(a) If only one class: Total number of shares 1,000 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value.):

\$1.00

(b) If more than one class: Total number of shares or (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

n/a

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

n/a

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CORPORATIONS DIV.

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

n/a

7. The address of the initial registered office of the corporation is 10 Weybosset Street

(Street Address, not P.O. Box)

Providence

(City/Town)

, RI

02903

(Zip Code)

and the name of its initial registered agent

at such address is CT CORPORATION SYSTEM

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is 1 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director	Shelly Shapiro	44 W. Lancaster Avenue Ardmore, PA 19003

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Julie S. McAboy	Morgan, Lewis & Bockius LLP 1701 Market Street Philadelphia, PA 19103

10. Date when corporate existence is to begin upon filing

(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: February 11, 2000

Julie S. McAboy

Signature of each Incorporator

STATE OF Pennsylvania
COUNTY OF Philadelphia

In Philadelphia, on this 11th day of February, 2000, personally appeared before me Julie S. McAboy, each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Janice A. Eisenberg
Notary Public
My Commission Expires: May 12, 2003

Notarial Seal
Janice A. Eisenberg, Notary Public
Philadelphia, Philadelphia County
My Commission Expires May 12, 2003
Member, Pennsylvania Association of Notaries

CONSENT TO USE OF NAME

David's Bridal, Inc., a corporation organized under the laws of the State of Florida,
hereby consents to the organization of David's Bridal of Warwick, Inc. in the State of Rhode
Island.

IN WITNESS WHEREOF, the said David's Bridal, Inc. has caused this consent to be
executed by its Vice President and attested under its corporate seal by its Secretary, this
23 day of February, 2000.

David's Bridal, Inc.

By: Shelly Shapiro
Shelly Shapiro, Vice President

Attest:

Gary Erlbaum
Gary Erlbaum, Secretary