

THE COMPANIES ACTS 1948 TO 1981

Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

41a

Please do not
write in this
binding margin

For official use

Company number

--	--	--	--

1927016

Please complete
legibly, preferably
in black type, or
bold block
lettering*Insert full
name of company

Name of company

URBELL LIMITED

HOWARD THOMAS,

I, 70/74 CITY ROAD, LONDON, EC1Y 2DQ.

of

A PERSON NAMED IN THE STATEMENT

do solemnly and sincerely declare that I am
DELIVERED UNDER SECTION 21 OF THE COMPANIES ACT 1976 AS SECRETARY

of URBELL LIMITED

†Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976and that all the requirements of the Companies Acts 1948 to 1981
in respect of the registration of the said company and of matters
precedent and incidental thereto have been complied with.
And I make this solemn Declaration conscientiously believing the
same to be true and by virtue of the provisions of the Statutory
Declarations Act 1835Declared at 11 Breems Buildings
in the City of London EC4

Signature of Declarant

the 12th day of JUNE

One thousand nine hundred and Eighty-five.

before me
A Commissioner for Oaths or Notary Public or Justice of the Peace
or Solicitor having the powers conferred on a Commissioner for OathsPresenter's name, address and
reference (if any):For official use
New companies section

Post room

P. NN.



The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

URBELL LIMITED

1927016

1. The name of the Company is "URBELL LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(A) To carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts, and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods, of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up, and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, wares, and commodities dealt in or services rendered by any persons, firms or companies, and to participate in, undertake, perform, and carry out all kinds of commercial, trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists, and financiers, either on the Company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company.

8953F



(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits, or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase, (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(V) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause

shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but shall be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs were the objects of a separate, distinct and independent provision.

4. The liability of the members is limited.

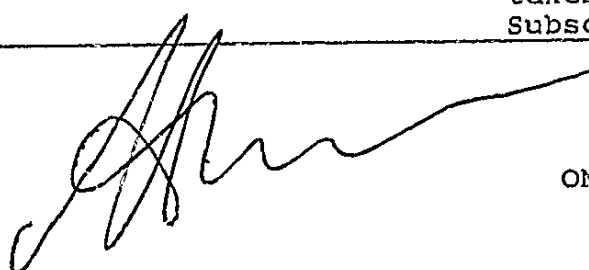
5. The share capital of the Company is £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND
DESCRIPTIONS OF
SUBSCRIBERS

Number of Shares
taken by each
Subscriber

H. THOMAS,
70/74, City Road,
London, EC1Y 2DQ.



ONE

Company Registration Agent.

C. MILFORD-COTTAM,
70/74, City Road,
London, EC1Y 2DQ.

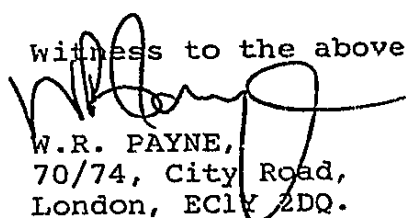


ONE

Company Registration Agent.

Dated this 12th day of June, 1985.

Witness to the above Signatures:-



W.R. PAYNE,
70/74, City Road,
London, EC1Y 2DQ.

Company Registration Agent.

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

1927016

ARTICLES OF ASSOCIATION

of

URBELL LIMITED

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") as modified by the Companies Acts 1948 to 1981 (as defined by Section 119 (2) of the Companies Act 1981) shall apply to the Company.

(b) Regulations 3, 10, 11, 24, 75, 79, 88, 96 and 97 of Table A shall not apply to the Company.

(c) In these Articles the following definition shall be added to the definitions set out in regulation 1 of Table A:-

"the Statutes" means the Companies Acts 1948 to 1981 as defined in Section 119 (2) of the Companies Act 1981 and every statutory modification and re-enactment thereof and every other Act for the time being in force concerning companies and affecting the Company.

2. The company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARES

3. (a) The Directors may subject to Article 4 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 14 (10) of the Companies Act 1980) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 4 hereof and shall extend to all relevant securities of the Company from time to time unissued during the period of such authority. The said authority will expire on the 31st day of May, 1990 unless renewed, varied or revoked by the Company in general meeting.

(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

4. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 3 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

(b) Section 17 (1) of the Companies Act 1980 shall not apply to any allotment of shares in the Company.

5. Subject to the provisions of the Statutes, any Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

7. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.

8. Save as otherwise provided in these Articles, the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting and subject to Article 10 hereof the number of the Directors shall not be less than two nor more than five. The first Directors of the Company will be the person or persons named in the Statement delivered to the Registrar of Companies in accordance with Section 21 of the Companies Act 1976.

10. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.

11. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A.

BORROWING POWERS

12. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 14 of the Companies Act 1980 and Article 3 hereof, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

13. (a) Subject to the next following sub-paragraph a Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present of any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, which paragraphs shall not apply to the Company.

(b) The Company shall in all respects duly comply with the provisions of Part IV of the Companies Act 1980.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of the Statutes.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

15. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

REMOVAL OF DIRECTORS

16. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

PROCEEDINGS OF DIRECTORS

17. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

SECRETARY

18. The first Secretary of the Company shall be Howard Thomas.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

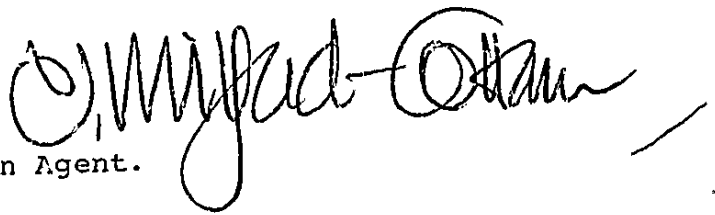
H. THOMAS,
70/74, City Road,
London, EC1Y 2DQ.

Company Registration Agent.



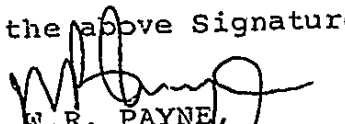
C. MILFORD-COTTAM,
70/74, City Road,
London, EC1Y 2DQ.

Company Registration Agent.



Dated this 12th day of June, 1985.

Witness to the above Signatures:-


W.R. PAYNE,
70/74, City Road,
London, EC1Y 2DQ.

Company Registration Agent.



1

THE COMPANIES ACTS 1948 TO 1981

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering*delete if
inappropriate

To the Registrar of Companies

For official use

1927016

Name of Company

URBELL

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

70/74 CITY ROAD,

LONDON EC1Y 2DQ.

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

CyteZ Services Ltd

Company Division

70/74 City Road

London, EC1Y 2DQ

253-0044

Number of continuation sheets attached (see note 1)

Presentor's name, address and
reference (if any):For official use
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this binding margin



Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

†Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	HOWARD THOMAS	Business occupation	REGISTRATION AGENT
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 4)	70/74 CITY ROAD, LONDON EC1Y 2DQ.	Date of birth (where applicable) (note 6)	
Other directorships†	NONE		
I hereby consent to act as director of the company named on page 1			
Signature	Date 12.6.85		

Name (note 3)	CATHERINE MILFORD-COTTAM	Business occupation	REGISTRATION AGENT
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 4)	70/74 CITY ROAD, LONDON EC1Y 2DQ.	Date of birth (where applicable) (note 6)	
Other directorships†	NONE		
I hereby consent to act as director of the company named on page 1			
Signature	Date 12.6.85		

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Other directorships†			
I hereby consent to act as director of the company named on page 1			
Signature	Date		

Please do not
write in this
binding margin



Important

The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

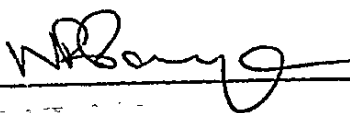
Name (notes 3 & 7)	
HOWARD THOMAS	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
70/74 CITY ROAD,	
LONDON EC1Y 2DQ.	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 12.6.85

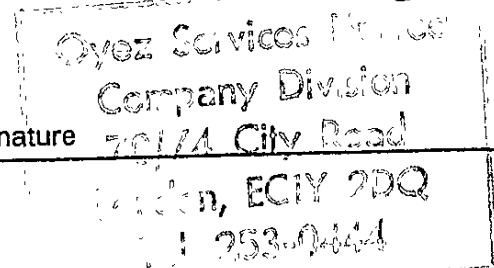
Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

*as required by
section 21(3) of
the Companies
Act 1976

†delete as
appropriate

Signed by or on behalf of the subscribers of the memorandum*

Signature  [Subscriber] [Agent]† Date 12-6-85

Signature  [Subscriber] [Agent]† Date 12-6-85

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1927016

I hereby certify that

URBELL LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the

28TH JUNE 1985

A handwritten signature in cursive script, appearing to read 'Mrs. C. Israel'.

MRS. C. ISRAEL
an authorised officer

No. 1927016

The Companies Act 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

URBELL LIMITED



Passed 8th October, 1985

At the EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at 70/74 City Road, London EC1Y 2DQ on the 8th day of October, 1985 the following Special Resolution was duly passed as a Special Resolution of the Company:-

RESOLUTION

That the name of the Company be changed to

'VIRGIN AVIATION SERVICES LIMITED' ^{JO}

Signed.....

Approved by the Board of Directors
on 14th October 1985
at City Road, London EC1Y 2DQ



Noted
004611

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1927016

I hereby certify that

WAVE LTD LIMITED

having by special resolution changed its name, is now
incorporated under the name of
VIRGO AVIATION SERVICES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 21ST OCTOBER 1966

D. G. Blackstock
D. G. BLACKSTOCK

an authorised officer

No. 192701B

The Companies Act 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

URBELL LIMITED

Passed 26th September, 1985

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 70/74 City Road, London EC1Y 2DQ, on the 26th day of September, 1985 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the Company's Memorandum of Association be altered with respect to its objects by deleting clause 3 (A) and substituting the following clause 3 (A):-

To carry on business as airline operators, to establish, manage and operate air transport services and ancillary and cognate services in any part of the world for the carriage of passengers, livestock, goods and freight of all kinds (including mail), to acquire, charter, take or let on hire, operate, design, manufacturers, convert and repair aircraft, aircraft components and accessories of any description, to be engineers, electrical engineers and specialists in telecommunications, to be travel agents, to arrange and operate tours and holidays, to be bankers, insurance, advertising and telegraph company agents, general carriers, valuers, forwarding agents, warehousemen, hotel and club proprietors, caterers, printers, garage owners, and providers of services and amenities for all kinds of tourists and travellers and persons wishing to forward freight in any part of the world.

Signed.....

Unifad Othman

1927016

PART OF
DOC 6

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

URBELL LIMITED

Office of the Registrar of Companies
Company Division
2017A City Road, London EC1Y 1BB

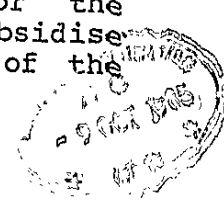
1. The name of the Company is "URBELL LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:~

(A) To carry on business as airline operators, to establish, manage and operate air transport services and ancillary and cognate services in any part of the world for the carriage of passengers, livestock, goods and freight of all kinds (including mail), to acquire, charter, take or let on hire, operate, design, manufacturers, convert and repair aircraft, aircraft components and accessories of any description, to be engineers, electrical engineers and specialists in telecommunications, to be travel agents, to arrange and operate tours and holidays, to be bankers, insurance, advertising and telegraph company agents, general carriers, valuers, forwarding agents, warehousemen, hotel and club proprietors, caterers, printers, garage owners, and providers of services and amenities for all kinds of tourists and travellers and persons wishing to forward freight in any part of the world.

(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.



(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(V) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word 'company' except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The Company's share capital is £100 divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND
DESCRIPTIONS OF
SUBSCRIBERS

Number of Shares
taken by each
Subscriber

H. THOMAS
70/74 City Road,
London EC1Y 2DQ

ONE

Company Registration Agent.

C. MILFORD-COTTAM
70/74 City Road,
London EC1Y 2DQ

ONE

Company Registration Agent.

Dated this 12th day of June, 1985

Witness to the above Signatures:-

W.R. PAYNE
70/74 City Road,
London EC1Y 2DQ

Company Registration Agent.

THE COMPANIES ACTS 1948 TO 1976

Notice of accounting reference date

Pursuant to section 2(1) of the Companies Act 1976

2

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering*delete if
inappropriateImportant
The accounting
reference date
to be entered
alongside
should be
completed as
in the following
examples:

31 March

Day Month

3 1 0 3

5 April

Day Month

0 5 0 4

31 December

Day Month

3 1 1 2

To the Registrar of Companies

For official use

Company number

0114

1927016

Name of company

VIRGIN AVIATION SERVICES

Limited*

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Please mark X in the box below if a public company

Day	Month
3	1 0 1

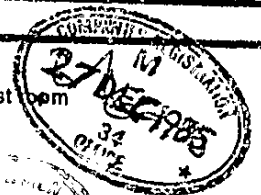
Signed R. Lawrence [Director][Secretary]† Date 27.11.85

Presenter's name, address and
reference (if any):

L. E. POST
VIRGIN GROUP LTD
S. LAR. THE HOUSE
LONDON W11 1G

For official use
General section

Post room



27

Notice by a holding or subsidiary company of new accounting reference date given after the end of an accounting reference period

225 (2)

Please do not
write in
this margin

Pursuant to section 225(2) of the Companies Act 1985

3.1

**Please complete
legibly, preferably
in black type, or
bold block lettering**

To the Registrar of Companies

For official use

Company number

1927016

*Insert full name
of company

Name of company

VIRGIN AVIATION SERVICES LIMITED

gives notice that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes
1 to 4 overleaf
before completing
this form

Day	Month
-----	-------

3 1 0 7

The previous accounting reference period of the company is to be treated as [shortened] [extended]†
and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3 1 0 7 1 9 8 6

†Delete as appropriate

The company is a [subsidiary] [~~holding company~~][†] of VIRGIN GROUP LIMITED

_____, company number 1568894

the accounting reference date of which is 31 JULY

Signed

~~[Director]~~ ~~[Secretary]~~ Date - 9 JUL 1986

Presentor's name, address and reference (if any):

**For official use
General Section**

Post room

L. E. POST
VIRGIN GROUP LIMITED
95-99 LADBROKE GROVE
LONDON W11 1PG

11 JUL 1986

2953F

Company No.: 1927016

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

VIRGIN AVIATION SERVICES LIMITED

(Passed on 17th March 1989)

At an Extraordinary General Meeting of the Company duly convened and held on 17th March 1989 the following resolution was duly passed as a Special Resolution:

RESOLUTION

THAT the Articles of Association of the Company be and they are hereby amended in the following manner, that is to say:-

- (i) by inserting the figures "89 - 93" after "88" in Article 1(b),
- (ii) by inserting immediately following Article 11 the following new Article 12: "In regulation 95 of Table A the words from "Any Director" to the end of the regulation shall be deemed to be deleted.
- (iii) by re-designating original Articles 12 to 18 as Articles 13 to 19 respectively.
- (iv) by deleting the words "nor more than five" in Article 9

Signed.....
Chairman of the Meeting



The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

VIRGIN AVIATION SERVICES LIMITED

Passed 17th March, 1989

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

Ashdown House, High Street, Crawley, West Sussex, RH10 1DQ

on the 17th day of March, 1989, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

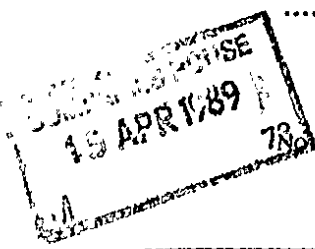
RESOLUTION

THAT the Articles of Association of the Company be and they are hereby amended in the following manner, that is to say:—

- (i) by inserting the figures "89 - 93" after "88" in Article 1(b)
- (ii) by inserting immediately following Article 11 the following new Article 12: "In regulation 95 of Table A the words from "Any Director" to the end of the regulation shall be deemed to be deleted."
- (iii) by re-designating original Articles 12 to 18 as Articles 13 to 19 respectively.
- (iv) by deleting the words "nor more than five" in Article 9

Signature

To be signed by
the Chairman, a
Director, or the
Secretary of the
Company.



73 To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION **
of
VIRGIN AVIATION SERVICES LIMITED *

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") as modified by the Companies Acts 1948 to 1981 (as defined by Section 119 (2) of the Companies Act 1981) shall apply to the Company.
- (b) Regulations 3, 10, 11, 24, 75, 79, 88, 89-93, 96 and 97 of Table A shall not apply to the Company.
- (c) In these Articles the following definition shall be added to the definitions set out in regulation 1 of Table A:-

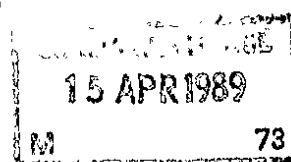
"the Statutes" means the Companies Acts 1948 to 1981 as defined in Section 119(2) of the Companies Act 1981 and every statutory modification and re-enactment thereof and every other Act for the time being in force concerning companies and affecting the Company.
2. The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARES

3. (a) The Directors may subject to Article 4 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 14(10) of the Companies Act 1980) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

* As amended by special resolution dated 21st October 1985

** As amended by special resolution dated 17th March 1989



- (b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 4 hereof and shall extend to all relevant securities of the Company from time to time unissued during the period of such authority. The said authority will expire on the 31st day of May, 1990 unless renewed, varied or revoked by the Company in general meeting.
 - (c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
4. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 3 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.
- (b) Section 17(1) of the Companies Act 1980 shall not apply to any allotment of shares in the Company.
5. Subject to the provisions of the Statutes, any Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company;

but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

7. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.
9. Save as otherwise provided in these Articles, the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting and subject to Article 10 hereof the number of the Directors shall not be less than two. The first Directors of the Company will be the person or persons named in the Statement delivered to the Registrar of Companies in accordance with Section 21 of the Companies Act 1976.
10. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.
11. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A.
12. In regulation 95 of Table A the words from "Any Director" to the end of the regulation shall be deemed to be deleted.

BORROWING POWERS

13. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 14 of the Companies Act 1980 and Article 3 hereof, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

14. (a) Subject to the next following sub-paragraph a Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present of any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, which paragraphs shall not apply to the Company.
- (b) The Company shall in all respects duly comply with the

provisions of Part IV of the Companies Act 1980.

DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated:-
- (1) If by notice in writing to the Company he resigns the office of Director.
 - (2) If he ceases to be a Director by virtue of section 182 of the Act.
 - (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
 - (4) If he is prohibited from being a Director by an order made under any of the provisions of the Statutes.
 - (5) If he becomes of unsound mind.
 - (6) If he is removed from office by a resolution duly passed under section 184 of the Act.
16. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

REMOVAL OF DIRECTORS

17. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

PROCEEDINGS OF DIRECTORS

18. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

SECRETARY

19. The first Secretary of the Company shall be Howard Thomas.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

H. THOMAS,
70/74, City Road,
London, EC1Y 2DQ.

Company Registration Agent.

C. MILFORD-COTTAM,
70/74, City Road,
London, EC1Y 2DQ.

Company Registration Agent.

Dated this 12th day of June, 1985.

Witness to the above Signatures:-

W.R. PAYNE,
70/74, City Road,
London, EC1Y 2DQ.

Company Registration Agent.

Number of } 1927016
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

VIRGIN AVIATION SERVICES LIMITED

Passed 22nd May, 1989

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Ashdown House, High Street, Crawley, West Sussex, RH10 1DQ

on the 22nd day of May, 1989, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

THAT the Memorandum of Association of the Company be amended in the following manner:—

by inserting the following words at the end of sub-clause 3 (E):—
"; and to enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee or otherwise provide security for with or without the Company receiving any consideration therefor or advantage therefrom, directly or indirectly, by personal covenant or by mortgage, charge or lien over all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by any other means whatsoever, the performance of the obligations and the payment of any moneys (including but not limited to capital or principal premiums, dividends or interest, commissions, or the subscription of shares or other securities, the purchase of assets or services, or otherwise) for the satisfaction of, or to indemnify against the consequences of default in, the payment of or otherwise be responsible for any indebtedness of any other company firm or person"

Signature

Company Secretary

To be signed by
the Chairman, a
Director, or the
Secretary of the
Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

22
MAY 1989
[P.T.O.]

1927016.

Companies Acts 1948 to 1981

Company limited by shares **MEMORANDUM AND ARTICLES OF ASSOCIATION**

VIRGIN AVIATION SERVICES LIMITED

No. 1927016

Incorporated on the 28th day of June 1985

I hereby certify that this is
a true copy of the Memorandum and
Articles of Association of the Company
as amended by special resolution dated
22nd May 1989

Director/Secretary
Date: 21/6/89

COMPANIES HOUSE

30 JUN 1989

M

25



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 1927016

I hereby certify that

URBELL LIMITED

having by special resolution changed its name, is now
incorporated under the name of

VIRGIN AVIATION SERVICES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 21ST OCTOBER 1985

D. G. Blackstock

D. G. BLACKSTOCK
an authorised officer

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

VIRGIN AVIATION SERVICES LIMITED

1. The name of the Company is "VIRGIN AVIATION SERVICES LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts, and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods, of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up, and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, wares, and commodities dealt in or services rendered by any persons, firms or companies, and to participate in, undertake, perform, and carry out all kinds of commercial, trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists, and financiers, either on the Company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company.
 - (B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection

with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- * (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society; and to enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee or otherwise provide security for with or without the Company receiving any consideration therefor or advantage therefrom, directly or indirectly, by personal covenant or by mortgage, charge or lien over all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by any other means whatsoever, the performance of the obligations and the payment of any moneys (including but not limited to capital or principal premiums, dividends or interest, commissions, or the subscription of shares or other securities, the purchase of assets or services, or otherwise) for the satisfaction of, or to indemnify against the consequences of default in, the payment of or otherwise be responsible for any indebtedness of any other company firm or person.
- (F) To mortgage and charge the undertaking and any or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

* As amended by Special Resolution passed 22nd May 1989

- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.
- (J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connection of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (O) To enter into any partnership or joint-purse arrangements or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of any guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits, or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase, (for fully or partly

paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

- (T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (V) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in no way limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND
DESCRIPTIONS OF
SUBSCRIBERS

Number of Shares
taken by each
Subscriber

H. THOMAS,
70/74 City Road,
London, EC1Y 2DQ.

ONE

Company Registration Agent.

C. MILFORD-COTTAM,
70/74 City Road,
London, EC1Y 2DQ.

ONE

Company Registration Agent.

Dated this 12th day of June, 1985.

Witness to the above Signatures:-

W. R. PAYNE,
70/74 City Road,
London, EC1Y 2DQ.

Company Registration Agent.

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION **
of
VIRGIN AVIATION SERVICES LIMITED *

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") as modified by the Companies Acts 1948 to 1981 (as defined by Section 119 (2) of the Companies Act 1981) shall apply to the Company.
- (b) Regulations 3, 10, 11, 24, 75, 79, 88, 89-93, 96 and 97 of Table A shall not apply to the Company.
- (c) In these Articles the following definition shall be added to the definitions set out in regulation 1 of Table A:-

"the Statutes" means the Companies Acts 1948 to 1981 as defined in Section 119(2) of the Companies Act 1981 and every statutory modification and re-enactment thereof and every other Act for the time being in force concerning companies and affecting the Company.
2. The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARES

3. (a) The Directors may subject to Article 4 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 14(10) of the Companies Act 1980) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

* As amended by special resolution dated 21st October 1985

** As amended by special resolution dated 17th March 1989

- (b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 4 hereof and shall extend to all relevant securities of the Company from time to time unissued during the period of such authority. The said authority will expire on the 31st day of May, 1990 unless renewed, varied or revoked by the Company in general meeting.
- (c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
4. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 3 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.
- (b) Section 17(1) of the Companies Act 1980 shall not apply to any allotment of shares in the Company.
5. Subject to the provisions of the Statutes, any Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company;

but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

7. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.
9. Save as otherwise provided in these Articles, the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting and subject to Article 10 hereof the number of the Directors shall not be less than two. The first Directors of the Company will be the person or persons named in the Statement delivered to the Registrar of Companies in accordance with Section 21 of the Companies Act 1976.
10. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.
11. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A.
12. In regulation 95 of Table A the words from "Any Director" to the end of the regulation shall be deemed to be deleted.

BORROWING POWERS

13. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 14 of the Companies Act 1980 and Article 3 hereof, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

14. (a) Subject to the next following sub-paragraph a Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present of any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, which paragraphs shall not apply to the Company.
- (b) The Company shall in all respects duly comply with the

provisions of Part IV of the Companies Act 1980.

DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated:-
- (1) If by notice in writing to the Company he resigns the office of Director.
 - (2) If he ceases to be a Director by virtue of section 182 of the Act.
 - (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
 - (4) If he is prohibited from being a Director by an order made under any of the provisions of the Statutes.
 - (5) If he becomes of unsound mind.
 - (6) If he is removed from office by a resolution duly passed under section 184 of the Act.
16. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

REMOVAL OF DIRECTORS

17. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

PROCEEDINGS OF DIRECTORS

18. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

SECRETARY

19. The first Secretary of the Company shall be Howard Thomas.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

H. THOMAS,
70/74, City Road,
London, EC1Y 2DQ.

Company Registration Agent.

C. MILFORD-COTTAM,
70/74, City Road,
London, EC1Y 2DQ.

Company Registration Agent.

Dated this 12th day of June, 1985.

Witness to the above Signatures:-

W.R. PAYNE,
70/74, City Road,
London, EC1Y 2DQ.

Company Registration Agent.

G

Notice of new accounting reference
date given during the course of
an accounting reference period

225(1)

Pursuant to section 225(1) of the Companies Act 1985
as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies

For official use

Company Number

Name of Company

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1927016

VIRGIN AVIATION SERVICES LIMITED

gives notice that the company's new accounting
reference date on which the current
accounting reference period and each
subsequent accounting reference period of
the company is to be treated as coming, or
as having come, to an end is

Day Month

3	1	1	0
---	---	---	---

The current accounting reference period of
the company is to be treated as EXTENDED
and will come to an end on

Day Month Year

3	1	1	0	1	9	9	1
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period is to
be extended, and reliance is being placed on section 225(6)(c) of the
Companies Act 1985, the following statement should be completed:

The company is a subsidiary of VOYAGER TRAVEL (HOLDINGS) LIMITED
company number 2274332
the accounting reference date of which is 31 October

If this notice is being given by a company which is subject to an
administration order and this notice states that the current accounting
reference period of the company is to be extended AND it is to be extended
beyond 18 months OR reliance is not being placed on section 225(6) of the
Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____
and it is still in force.

Signed

N.J. Baker

Designation

Company Secretary

Date

25/7/91

Presenter's name, address
and reference (if any):

N.J. BAKER
ASHDOWN HOUSE
HIGH STREET
CRAWLEY
WEST SUSSEX RH10 1DQ

CHAPP

For official use
General section

Post room

G

COMPANIES FORM No. 244

244**Notice of claim to extension of
period allowed for laying and
delivering accounts — oversea
business or interests**

Pursuant to section 244 of the Companies Act 1985
as inserted by section 11 of the Companies Act 1989

Please do not
write in this
margin

To the Registrar of Companies
(Address overleaf)

Company number

1927016

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

*** VIRGIN AVIATION SERVICES LIMITED**

* insert full name
of company

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which ended on]†

† delete as
appropriate

Day Month Year

31 10 1992

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation‡

Date **25/8/93****Notes**

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

05041985

Presenter's name address
telephone number and reference (if any):

**MR. A. AVANN
VIRGIN ATLANTIC AIRWAYS
ASHDOWN HOUSE,
HIGH STREET, CRAWLEY,
WEST SUSSEX RH10 1DQ
TEL: (0293) 747029**

For official use
D.E.B.

Post room

25 10 1993**HOUSE**

Number of Company: 1927016

THE COMPANIES ACT 1985

ELECTIVE RESOLUTIONS

OF

VIRGIN AVIATION SERVICES LIMITED

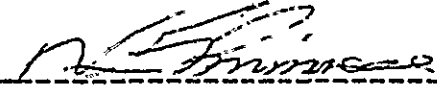
Passed on the 17th day of SEPTEMBER 1993.

We, the undersigned, being all the Members for time being of the above-named Company entitled to receive notice and to attend and vote at general meetings hereby pass the following resolutions as Elective Resolutions and agree that the said resolutions shall pursuant to regulation 53 of Table A (which clause is included in the Company's Articles of Association) for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

IT WAS RESOLVED THAT in accordance with Section 379A of The Companies Act 1985 ("the Act") the Company hereby elects pursuant to Section 252 of the Act, to dispense with the laying of Accounts and Reports before the Company in General meeting.

IT WAS RESOLVED THAT in accordance with Section 379A of the Companies Act 1985 ("the Act") The Company hereby elects pursuant to Section 366A of the Act, to dispense with the holding of Annual General Meetings.

IT WAS RESOLVED THAT in accordance with Section 386 of the Companies Act 1985 ("the Act") the Company hereby elects pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.


VIRGIN TRAVEL GROUP
LIMITED


A. J. CHAMBERS


A. PUSATERI

25 SEP 1993

HOUSE