

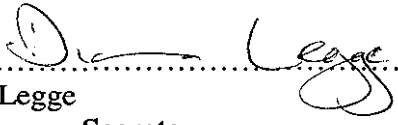
Company No: 2999861

THE COMPANIES ACT 1985
WRITTEN RESOLUTION OF
VIRGIN VOUCHERS LIMITED
("the Company")

The following resolution was passed by the Company as a Special Resolution on 7 October 1999 by way of written resolution in accordance with Section 381A of the Companies Act 1985 (as amended):

THAT the Regulations contained in the document presented to the sole member with this Written Resolution be adopted as the new Articles of Association of the Company in substitution for the existing Articles of Association.

Certified to be a true copy

.....
D P Legge
Company Secretary



Company No. 2999861

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
VIRGIN VOUCHERS LIMITED

(Adopted by Special Resolution passed on 7 October 1999)

1. PRELIMINARY

The regulations contained in Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) ("**Table A**") shall, except to the extent that they are excluded or amended by these articles, apply to the Company.

2. SHARE CAPITAL

- 2.1 The directors are generally and unconditionally authorised, pursuant to section 80 of the Act, to exercise all the powers of the Company to allot relevant securities for a period expiring on the fifth anniversary of the date of adoption of this article unless previously renewed, varied or revoked by the Company in general meeting, provided that:
- (i) the maximum amount of relevant securities which may be allotted pursuant to the authority conferred by this article is the amount of the authorised but as yet unissued share capital of the Company at the date of adoption of this article; and
 - (ii) by the authority conferred by this article, the directors may before the authority expires make an offer or agreement which would or might require relevant securities of the Company to be allotted after it expires and may allot relevant securities in pursuance of that offer or agreement.
- 2.2 In accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6), inclusive, of the Act shall not apply to the Company.

3. TRANSFER OF SHARES

The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is a fully-paid share. Regulation 24 of Table A shall be amended accordingly.

4. GENERAL MEETINGS

- 4.1 Regulation 37 of Table A shall be amended by the deletion of the words “eight weeks” and the substitution for them of the words “28 days”.

5. PROCEEDINGS AT GENERAL MEETINGS

- 5.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. One member holding more than one half in nominal value of the issued share capital of the Company for the time being and present in person or by proxy or representative shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save in such case two members present in person or by proxy or representative shall be a quorum. Regulation 40 of Table A shall not apply.
- 5.2 A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:
- (i) to hear each of the other participating members addressing the meeting; and
 - (ii) if he so wishes, to address all of the other participating members simultaneously,
- whether directly, by telephone conference or by any other form of communication equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- 5.3 A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- 5.4 A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains. Regulation 46 of Table A shall be amended accordingly.
- 5.5 References in this article to members shall include their duly appointed proxies and, in the case of corporate members, their duly appointed proxies or authorised representatives.
- 5.6 A resolution in writing signed or approved by letter, facsimile, telegram or telex by or on behalf of all the members of the Company who would be entitled to vote on it if it had been proposed at a general meeting or at a meeting of any class of members of the Company shall be as valid and effectual as if it had been passed at a general meeting or at such a class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents in similar form each stating the terms of the resolution accurately and signed by or on behalf of one or more of the members. This article is in addition to, and not limited by, the provisions in sections 381A, 381B and 381C of the Act. Regulation 53 of Table A shall not apply.

6. VOTES OF MEMBERS

- 6.1 A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands except as provided by Regulation 50 of Table A. Regulation 54 of Table A shall be amended accordingly.
- 6.2 Regulation 57 of Table A shall be amended by the inclusion after the word “shall” of the phrase “, unless the directors otherwise determine,”.
- 6.3 The following sentence shall be added to the end of Regulation 59 of Table A: “Deposit of an instrument of proxy does not preclude a member from attending and voting at the meeting or at any adjournment of it.”.
- 6.4 An instrument appointing a proxy must be in writing in any usual form or in any other form, which the directors may approve and must be executed by or on behalf of the appointor. Regulations 60 and 61 of Table A shall not apply.
- 6.5 Regulation 62 of Table A shall be amended by the deletion in paragraph (a) of the words “deposited at” and by the substitution for them of the words “left at or sent by post or by facsimile transmission to”, by the substitution in paragraph (a) of the words “at any time” in place of “not less than 48 hours” and by the substitution in paragraph (b) of the words “at any time” in place of “not less than 24 hours”.

7. SOLE MEMBERS

- 7.1 If and for so long as the Company has only one member:
 - (i) in relation to a general meeting, the sole member or a proxy for that member or (if the member is a corporation) a duly authorised representative of that member is a quorum and Regulation 40 of Table A shall be amended accordingly;
 - (ii) a proxy for the sole member may vote on a show of hands and Regulation 54 of Table A shall be amended accordingly;
 - (iii) the sole member may agree that any general meeting be called by shorter notice than that provided for by the articles; and
 - (iv) all other provisions of the articles apply with any necessary amendment (unless the provision expressly provides otherwise).

8. NUMBER OF DIRECTORS

- 8.1 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) is not subject to any maximum and the minimum number is one. Regulation 64 of Table A shall not apply.

9. ALTERNATE DIRECTORS

- 9.1 An alternate director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of directors and meetings of committees of directors. Regulation 66 of Table A shall be amended accordingly.

10. APPOINTMENT AND REMOVAL OF DIRECTORS

- 10.1 The directors are not subject to retirement by rotation and Regulations 73 to 80, inclusive, and the last sentence of Regulation 84 of Table A shall not apply. Reference in Regulations 67 and 84 of Table A to retirement by rotation shall be disregarded.
- 10.2 The directors may appoint a person who is willing to act to be a director either to fill a casual vacancy or as an additional director.
- 10.3 The holder or holders of more than half in nominal value of the shares giving the right to attend and vote at general meetings of the Company may appoint any person to be a director and remove any director from office. The appointment or removal shall be effected by notice to the Company signed by or on behalf of the holder or holders. The notice may consist of several documents in similar form each signed by or on behalf of one or more holders and shall be left at or sent by post or facsimile transmission to the office or such other place designated by the directors for the purpose. The appointment or removal shall take effect immediately upon deposit of the notice in accordance with the articles or upon such later date (if any) specified in the notice.

11. DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 11.1 The office of a director shall be vacated if:

- (i) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (ii) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (iii) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or
- (iv) he resigns his office by notice to the Company; or
- (v) he is for more than six consecutive months absent without permission of the directors from meetings of directors held during that period and his alternate director (if any) has not during that period attended any such meetings instead of him, and the directors resolve that his office be vacated; or
- (vi) he is removed from office by notice addressed to him at his last-known address and signed by all his co-directors.

11.2 Regulation 81 of Table A shall not apply.

12. PROCEEDINGS OF DIRECTORS

12.1 Regulation 88 of Table A shall be amended by the deletion of the third sentence and the substitution for it of the following sentences: "Every director must receive notice of a meeting, whether or not he is absent from the United Kingdom. A director may waive the requirement that notice be given to him of a board meeting, either prospectively or retrospectively. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any director entitled to receive notice shall not invalidate the proceedings at that meeting".

12.2 A director or his alternate may validly participate in a meeting of the directors or a committee of directors by telephone conference or any other form of communication equipment (whether in use when these articles are adopted or not) or by a combination of those methods, if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. Subject to the Act, all business transacted in this way by the directors or a committee of directors is for the purposes of the articles deemed to be validly and effectively transacted at a meeting of the directors or of a committee of directors although fewer than two directors or alternate directors are physically present at the same place. The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting participates.

12.3 Without prejudice to the obligation of any director to disclose his interest in accordance with section 317 of the Act, a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in respect of which he has, directly or indirectly, an interest or duty. The director must be counted in the quorum present at a meeting when any such resolution is under consideration and if he votes his vote must be counted. An interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his. Regulations 94 to 98, inclusive, of Table A shall not apply.

13. SOLE DIRECTOR

13.1 If and for so long as there is a sole director of the Company:

- (i) he may exercise all the powers conferred on the directors by the articles by any means permitted by the articles or the Act;
- (ii) for the purpose of Regulation 89 of Table A, the quorum for the transaction of business is one;
- (iii) all other provisions of the articles apply with any necessary amendment (unless the provision expressly provides otherwise); and
- (iv) Regulation 90 of Table A shall not apply.

14. DIVIDENDS

- 14.1 The directors may deduct from a dividend or other amounts payable to a person in respect of a share any amounts due from him to the Company on account of a call or otherwise in relation to a share.

15. CAPITALISATION OF PROFITS

- 15.1 The directors may, with the authority of an ordinary resolution of the Company, resolve that any shares allotted, under Regulation 110 of Table A, to any member in respect of a holding by him of any partly-paid shares rank for dividend, so long as those shares remain partly paid, only to the extent that those partly-paid shares rank for dividend. Regulation 110 of Table A shall be amended accordingly.

16. NOTICES

- 16.1 The Company may give any notice to a member either personally or by sending it by prepaid airmail or first class post or telex or facsimile transmission to the member at his registered address or by leaving it at that address. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.
- 16.2 Regulation 112 of Table A shall not apply and Regulation 116 of Table A shall apply as if the words "within the United Kingdom" did not appear.
- 16.3 A notice sent to a member (or another person entitled to receive notices under the articles) by post to an address within the United Kingdom is deemed to be given:
- (i) 24 hours after posting, if pre-paid as first class, or
 - (ii) 48 hours after posting, if pre-paid as second class.
- 16.4 A notice sent to a member (or other person entitled to receive notices under the articles) by post to an address outside the United Kingdom is deemed to be given 72 hours after posting, if pre-paid as airmail. Proof that an envelope containing the notice was properly addressed, pre-paid and posted is conclusive evidence that the notice was given. A notice not sent by post but left at a member's registered address is deemed to have been given on the day it was left.
- 16.5 Regulation 115 of Table A shall not apply.

17. INDEMNITY

17.1 Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled, each person who is a director, alternate director or secretary of the Company must be indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him in the proper execution of his duties or the proper exercise of his powers, authorities and discretion including, without limitation, a liability incurred:

- (i) defending proceedings (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without a finding or admission of material breach of duty on his part; or
- (ii) in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

17.2 The directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is or was:

- (i) a director, alternate director, secretary or auditor of the Company or of a company which is or was a subsidiary undertaking of the Company or in which the Company has or had an interest (whether direct or indirect), or
- (ii) a trustee of a retirement benefits scheme or other trust in which a person referred to in the preceding paragraph is or has been interested,

indemnifying him against liability for negligence, default, breach of duty or breach of trust or other liability, which may lawfully be insured against by the Company.

17.3 Regulation 118 of Table A shall not apply.