

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

Please do not write in this binding margin

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

*Insert full name of company

For official use

Company number

--	--	--	--	--	--

1946167

Name of company

VIRGIN LIMITED

I, JAMES PATRICK LAMERT DAVIS

of Grindall House, 25 Newgate Street, London EC1A 7LH

†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 1976

do solemnly and sincerely declare that I am a Solicitor of the Supreme Court engaged in the formation

of Virgin Limited

and 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 1835

Declared at Grindall House, 25 Newgate Street,
London, EC1A 7LH

Signature of Declarant

the Twenty-seventh day of August

One thousand nine hundred and eighty-five

before me W. F. Allen

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

S. P. L. Davis

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

FRESHFIELDS
GRINDALL HOUSE
25 NEWGATE STREET
LONDON EC1A 7LH

(AMVS/MSR/RKJ)

For official use
New companies section

Post room



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

VIRGIN LIMITED



1. The Company's name is "VIRGIN LIMITED".
2. The Company's registered office will be situate in England.
3. The Company's objects are:-
 - (A) To carry on the business of an investment holding company, and to buy, underwrite or otherwise acquire and hold any bonds, stocks, obligations or securities of British, foreign or colonial governments, states, dominions, sovereigns, provinces, municipalities or public authorities, or the bonds, debentures, debenture stocks, notes, obligations, shares, stocks or securities of any company, corporation, firm or person, and whether incorporated or established in Great Britain or elsewhere, and also to invest, by way of purchase, mortgage or otherwise, in any freehold or leasehold property in Great Britain, and to deal with and turn to account the same as may in the opinion of the Directors seem expedient.

*True & correct
27/8/85 JMC*



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NAT/WI
066474

- (B) To promote or assist in promoting or to acquire an entire or partial interest in any other company or companies (whether or not subsidiary companies as defined by Section 736 of the Companies Act 1985) for the purpose of operating through any such subsidiary company or companies any of the businesses of manufacturers, agents, factors, distributors, shippers, importers, exporters, consignors, buyers and sellers (wholesale and retail), charterers, shipowners, warehousemen, merchants, builders, developers of and dealers in merchandise, goods, articles and commodities of all kinds whether manufactured in whole or in part, or whether grown, cultivated, taken, processed or produced in any part of the world and in connection therewith to deal) in commodities of all kinds which can conveniently be dealt with in connection with the aforesaid businesses or any of them or which may be required by customers or for persons dealing with the Company, and to carry on and execute all kinds of commercial, trading, financial and other operations, and generally to carry on any other trade or business whatsoever which may seem to the Directors capable of being carried on advantageously in connection with the above businesses, or calculated directly or indirectly to enhance the value or facilitate the realisation of any of the Company's property or rights.
- (C) To form, manage, join or subscribe to any syndicate.
- (D) To co-ordinate, finance and manage all or any part of the operations of any company which is a subsidiary of or otherwise under the control of the Company and generally to carry on the business of a holding company.
- (E) To lend money with or without security and to make advances upon, hold in trust, issue, buy, sell or otherwise acquire or dispose of, on commission or otherwise, any of the securities or investments of the kinds before mentioned, and to act as agents for any of the above or the like purposes.

- (F) To manage, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trade marks or all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash or otherwise, either in this or any other company, whether fully paid or otherwise.
- (G) To construct, erect, maintain, alter, replace or remove, any buildings, works, offices, erections, plant, machinery, tools or equipment, as may seem desirable for any of the business or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may in the opinion of the Directors be conveniently dealt with, in connection with any of the Company's objects.
- (H) To enter into or accept any guarantee or indemnities and to support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company including (but without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 736 of the Companies Act 1985 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in its business.

- (I) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may in the opinion of the Directors be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may in the opinion of Directors be thought expedient of debentures, debenture stock or other securities of any description.
- (J) To carry on any other trade or business whatever which, in the opinion of the Directors of the Company, can be advantageous carried on in connection with or ancillary to any of the above mentioned businesses or is calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company or in which the Company may be interested.
- (K) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments.
- (L) To act as agents, brokers or trustees, and to enter into such arrangements (whether by way of amalgamation, partnership, profit sharing, union of interests, co-operation, joint venture or otherwise) with other persons or companies as may seem to the Directors to advance the interests of the Company and to vest any property of the Company in any person or company on behalf of the Company and with or without any declaration of trust in favour of the Company.
- (M) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be

thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid.

- (N) To procure the registration or incorporation of the Company or under the laws of any place outside England.
- (O) To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of government, state or municipality, or any other department or authority, or enter into arrangements with any such body, for enabling the Company to carry any of its objects into effect for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem to the Directors of the Company to be expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.
- (P) To pay or to provide or to make such arrangements for providing such gratuities, pensions, benefits, share option, incentive and acquisition schemes, loans and other matters and to establish support, subsidise and subscribe to any institutions, associations, clubs, schemes, funds or trusts, (whether to or for the benefit of present or past directors or officers or employees of the Company or its predecessors in business or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary or to or for the benefit of persons who are or were related to or connected with or dependants of any such directors or employees) as may seem to the Directors of the Company directly or indirectly to advance the interests of the Company and to lend money to the present or past directors (in so far as this is permitted by the Companies Act 1985) or officers or employees of the Company or its predecessors in business or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary

or to or for the benefit of persons who are or were related to or connected with or dependants of any such employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company or of any company which is a subsidiary of, or is allied to or associated with the Company or with any such subsidiary with the present or past directors or officers or employees or persons who are or were related to or connected with or dependants of any such directors or employees of the Company, or any company which is a subsidiary of or is allied to or associated with the Company or with any such subsidiary

- (Q) To subscribe or guarantee money for any national, charitable, political, benevolent, public, general or useful object or for any exhibition or for any purpose which may, in the opinion of the Directors, be considered likely directly or indirectly to further the objects of the Company or the interest of its members.
- (R) To pay or agree to pay all or any of the promotion, formation and registration expenses of the Company.
- (S) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (T) To do all such other things as may be considered by the Directors to further the interests of the Company or be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that (a) the objects set forth in each subclause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and (b) the word "company"

in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (c) except where the context expressly so requires, none of the several paragraphs of this clause, or the objects therein specified, or the powers thereby conferred, shall be limited by, or be deemed merely subsidiary or auxilliary to, any other paragraph of this clause, or the objects in such other paragraph specified, or the powers thereby conferred.

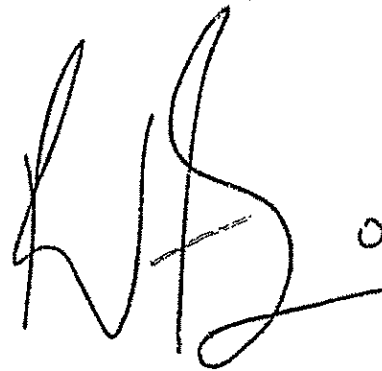
4. The liability of the members is limited.
5. The Company's share capital is £600,000 divided into 6,000,000 shares of 10p each.

WE, the subscribers to this memorandum of association, wish to be formed into a Company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

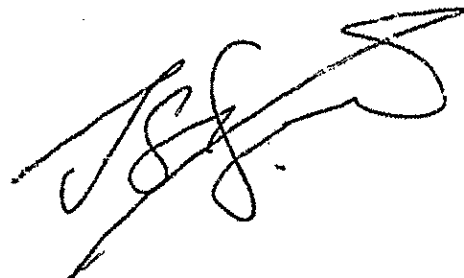
NAMES AND ADDRESSES OF SUBSCRIBERS

Number of Shares taken
by each Subscriber

R.C.N. BRANSON
The Manor,
Shipton-on-Cherwell
Kidlington,
Oxon

 ONE

J.S. DRAPER
18, Arundel Gardens
London W11

 ONE


Total Shares taken

TWO

DATED the 23rd day of August, 1985

WITNESS to the above signatures:

JANE CALLAGHAN
301 LONGSTONE ROAD
IVER HEATH
BUCKS



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

1946167

ARTICLES OF ASSOCIATION

OF

VIRGIN LIMITED

TABLE A

1. Subject as otherwise provided in these Articles, the regulations in Table A, Companies (Tables A to F) Regulations 1985 (SI 1985 No.805) (in these Articles referred to as "Table A") shall apply to the Company.
2. The following provisions of Table A shall not apply to the Company - regulations 24 and in regulation 62(a) and (b) respectively: the words "not less than 48 hours" and "not less than 24 hours".

SHARES

3. Section 89(1) of the Companies Act 1985 ("the Act") shall not apply to the Company. Subject to the provisions of the Act relating to authority, pre-emption rights and otherwise and of any resolution of the Company in general meeting passed pursuant thereto, all unissued shares for the time being in the capital of the Company shall be at the disposal of the directors, and they may (subject as aforesaid) allot, grant options over, or otherwise dispose of them to such persons, on such terms and conditions, and at such times as they think fit during the period of five years from the date of incorporation of the Company and to the maximum amount of £600,000.



TRANSFER OF SHARES

4. 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.

BORROWING POWERS

5. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and conditions as it shall determine, and to mortgage and charge its undertaking, property and uncalled capital, or any part thereof and 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.

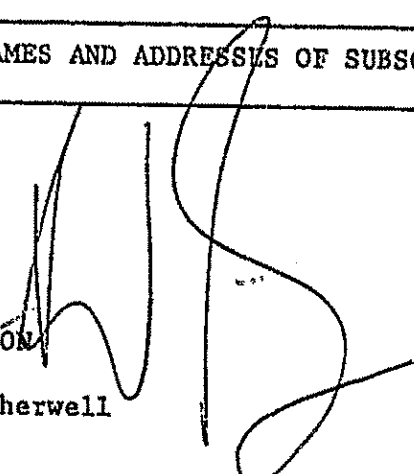
ROTATION OF DIRECTORS

6. Regulations 73 to 76 inclusive of Table A shall not apply to the Company and regulation 79 of Table A as applicable to the Company shall be construed with the omission of the words "and shall not be taken into account in determining the directors who are to retire by rotation at the meeting".

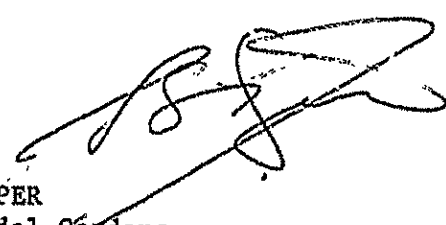
APPOINTMENT OF DIRECTORS

7. The Company from time to time may (without prejudice to the powers of the directors under regulation 79 of Table A) by ordinary resolution appoint any person to be a Director and determine the period for which such person is to hold office. Regulation 78 of Table A shall not apply to the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS



R.C.N. BRANSON
The Manor
Shipton-on-Cherwell
Oxon



J.S. DRAPER
18, Arundel Gardens
London W11

DATED the 23rd day of August 1985

WITNESS to the above signatures:

JANE CALLAGHAN
301 LONGSTONE ROAD
IVER HEATH
Bucks





THE COMPANIES ACTS 1948 TO 1981

Form N

**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 margin



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

*delete if
inappropriate

To the Registrar of Companies

For official use

1946167

Name of Company

VIRGIN

Limited

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

95-99 Ladbroke Grove

London W11 1PG

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

X

FRESHFIELDS, GRINDALL HOUSE,
25 NEWGATE STREET, LONDON EC1A 7LH

Number of continuation sheets attached (see note 1)

6

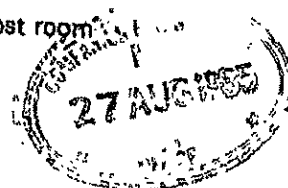
Presentor's name, address and
reference (if any):

FRESHFIELDS
GRINDALL HOUSE
25 NEWGATE STREET
LONDON EC1A 7LH

(AMVS/MSR/RKJ)

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:

Name (note 3) RICHARD CHARLES NICHOLAS BRANSON	Business occupation Company Director
Previous name(s) (note 3)	Nationality British
Address (note 4) The Manor Shipton-on-Cherwell Kidlington, Oxfordshire	Date of birth (where applicable) (note 6)
Other directorships† (See attached)	
I hereby consent to act as director of the company named on page 1	
Signature	Date 23/8/85

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Import:
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section 9
Companies
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of other
directorshi
or previous
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continuation
sheet.

Name (note 3) JOHN SIMON DRAPER	Business occupation Company Director
Previous name(s) (note 3)	Nationality British
Address (note 4) 18 Arundel Gardens London W11	Date of birth (where applicable) (note 6)
Other directorships† (See attached)	
I hereby consent to act as director of the company named on page 1	
Signature	Date 23/8/85


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:

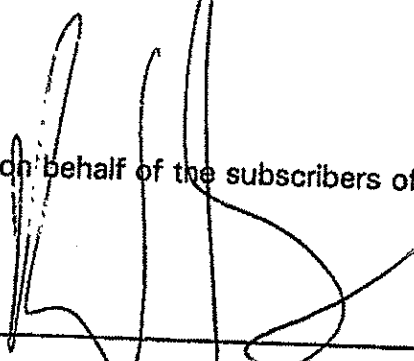
Name (notes 3 & 7)	LAWRENCE EDWARD POST
Previous name(s) (note 3)	
Address (notes 4 & 7)	Kingsgate House 95 Ermine Street Caxton, Cambridge
I hereby consent to act as secretary of the company named on page 1	
Signature 	Date 23/8/85

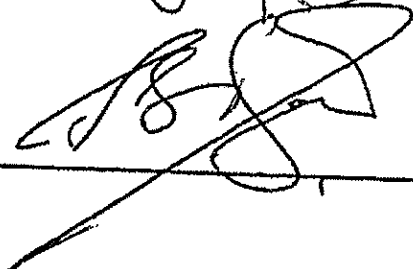
Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

*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 23/8/85

Signature  [Subscriber] [Agent]† Date 23/8/85

LIST OF DIRECTORSHIPS - J S DRAPER

18 Arundel Gardens, London W11

Company Director: British

	<u>Appointed</u>	<u>Resigned</u>
All Star Travel Limited	8.8.83	
Ames Music Centre Limited	31.8.84	
Ames Records & Tapes Limited	17.9.82	
Barge Studios Limited	29.4.81	
Cablemusic Limited	8.8.83	
Caroline Exports Limited	29.4.81	
Clifdayn Productions Limited	29.4.81	
Dindisc Limited	24.5.79	
Dinsong Limited	24.5.79	
Dinvision Limited	10.3.81	
Event Publishing Limited	29.4.81	
Film Guarantees Limited	29.12.81	
Graphitti (Graphics) Limited	29.4.81	
Manor Mobile Limited	29.4.81	
Manor Studios Limited	29.4.81	
Mansfield Publishing Limited	29.4.81	
Norse Music Productions Limited	29.4.81	
Nowtan Limited	18.7.83	
On-Line Editing Limited	27.11.79	
Ortolan Productions Limited	16.11.82	
Palace & Virgin Distribution Limited	23.9.83	26.11.84

Scala Films Limited		
Siren Records Limited	5.7.84	
Stelariver Limited	29.4.81	
Synthaxe Limited	31.1.83	
Telit Limited	3.2.84	
10 Records Limited	30.8.83	
10 Music Limited	30.8.83	
Ticket Units Limited	29.4.81	
Top Nosh Limited	7.11.83	
Town House Studios Limited	29.4.81	
Town House Television Limited	29.4.81	
Vanson Developments Limited	5.8.83	
VC Records Limited	29.4.81	
Vervados Limited	9.3.83	
Virgin Agency Limited	29.4.81	
Virgin Airways Limited	15.3.84	
Virgin Atlantic Airways Limited	8.8.85	
Virgin Cinema Films Limited	29.4.81	26.11.84
Virgin Clubs Limited	29.4.81	
Virgin Film Distribution Limited	29.4.81	
Virgin Film Productions Limited	15.4.83	
Virgin Films Limited	29.4.81	26.11.84
Virgin Films International Limited	4.10.84	
Virgin Games Limited	31.12.82	
Virgin Group Limited	30.1.83	
Virgin Holdings Limited	1.1.84	
Virgin Licensing Limited	16.3.84	
Virgin Music (Publishers) Limited	10.1.76	
Virgin Overseas Limited	29.4.81	

Virgin Pictures Limited	29.4.81	
Virgin Publications Limited	29.4.84	
Virgin Pubs Limited	19.9.84	
Virgin Records Limited	5.4.73	
Virgin Records (Ireland) Limited		
Virgin Retail Limited	29.4.81	
Virgin Studios Limited	29.4.81	
Virgin TV Productions Limited	29.4.82	
Virgin Video Limited	27.11.79	26.11.84
Virgin Vision Limited	29.4.81	
Virginal Games Limited	29.4.81	
Wordglass Limited	29.4.81	
Your Price Records Limited	29.4.81	

LIST OF DIRECTORSHIPS - R C N BRANSON
The Manor, Shipton-on-Cherwell, Kidlington, Oxon
Company Director: British

	<u>Appointed</u>	<u>Resigned</u>
All Star Travel Limited	8.8.83	
Ames Music Centre Limited	17.9.82	
Ames Records & Tapes Limited	17.9.79	
Barge Studios Limited	17.7.79	
Cable Investments Limited	20.8.81	
Cablemusic Limited	8.8.83	
Caroline Exports Limited	15.9.72	
Clifdayn Productions Limited	14.2.79	
Dindisc Limited	24.5.79	
Dinsong Limited	24.5.79	
Dinvision Limited	21.12.73	
Duveen Catering Limited		
Event Publishing Limited	24.5.79	
Film Guarantees Limited	29.12.83	
Graphitti (Graphics) Limited	27.10.67	
Lawrie Developments Limited	27.9.83	
Manor Mobile Limited	1.12.72	
Manor Studios Limited	19.12.72	
Mansfield Publishing Limited	20.10.80	
The Music Channel Limited	1.5.84	
Norse Music Productions Limited	20.10.80	
Nowtan Limited	18.7.83	
On-Line Editing Limited	27.11.79	
Ortolan Productions Limited	14.6.83	

Palace and Virgin Distribution Limited	23.9.83	
Palace Virgin & Gold Distribution Limited	24.10.84	
Virgin Atlantic Challenge Limited	5.2.85	
Stelariver Limited	17.3.81	
Synthaxe Limited	27.11.79	
Telit Limited	3.2.84	
10 Music Limited	30.8.83	
10 Records Limited	30.8.83	
Ticket Units Limited	7.3.80	
Top Nosh Limited	7.11.83	
Town House Studios Limited	19.6.75	
Townhouse Television Limited	1.1.79	
Vanson Developments Limited	5.8.83	
VC Records Limited	23.5.74	
Vervados Limited	9.3.83	
Virgin Agency Limited	21.12.73	
Virgin Airways Limited	15.3.84	
Virgin Atlantic Airways Limited	17.7.84	
Virgin Cinema Films Limited	20.10.80	26.11.84
Virgin Clubs Limited	22.12.75	
Virgin Film Distribution Limited	2.1.80	
Virgin Film Productions Limited	15.4.83	
Virgin Films Limited	23.5.78	26.11.84
Virgin Films International Limited	4.10.84	
Virgin Games Limited	31.12.82	
Virgin Group Limited	11.8.81	
Virgin Holdings Limited	5.12.72	

Virgin Licensing Limited	16.3.84	
Virgin Music (Publishers) Limited	1.12.72	
Virgin Overseas Limited	24.5.79	
Virgin Pictures Limited	8.9.83	
Virgin Publications Limited	27.11.79	
Virgin Pubs Limited	19.9.84	
Virgin Records Limited	12.9.72	
Virgin Retail Limited	3.12.70	
Virgin Records (Ireland) Limited		
Virgin Studios Limited	19.6.75	
Virgin TV Productions Limited	12.9.78	
Virgin Video Limited	27.11.79	26.11.84
Virgin Vision Limited	24.6.75	
Virginal Games Limited	1.11.79	
Wordglass Limited	8.4.81	
Your Price Records Limited	14.5.69	

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1946167

I hereby certify that

VIRGIN LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

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

10TH SEPTEMBER 1985

an authorised officer