

F95000002082

1201 HAYS STREET
TAMPA, FL 33601
800-342-8086



ACCOUNT NO. : 072100000032
REFERENCE : 587139 86901Q
AUTHORIZATION :
COST LIMIT : 9

ORDER DATE : April 28, 1995

ORDER TIME : 11:43 AM

ORDER NO. : 587139

CUSTOMER NO: 86901Q

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-04/28/95--01:060--004
****122.50 ****122.50

CUSTOMER: Ms. Ann Jones
Prentice Hall Legal &
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

FOREIGN FILINGS

NAME: VIRGIN AIRSHIP HOLDINGS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 28 PM 1:04

X PROFIT CORPORATE
 NON-PROFIT LIMITED PARTNERSHIP

X QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

17 APR 28 1995 56

CONTACT PERSON: Gail L. Shelby

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. VIRGIN AIRSHIP HOLDINGS, INC.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. April 7, 1993
(Date of Incorporation)

4. Perpetual
(Duration)

5. 59-3179056

(Federal Employer Identification number, if applicable)

6. May 1, 1995

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 5728 Major Boulevard, Suite 314, Orlando, Florida 32819

(Current mailing address)

8. Airship Operations

(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: TREVOR ABBOTT

Address: 5728 Major Boulevard, Suite 314
Orlando, Florida 32819

Vice Chairman: JAMES DEXTER

Address: 5728 Major Boulevard, Suite 314
Orlando, Florida 32819

Director: JOSEPH KITTINGER

Address: 5728 Major Boulevard, Suite 314
Orlando, Florida 32819

Director: _____

Address: _____

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B. Officers:

President: JAMES DEXTER
Address: 5728 Major Boulevard, Suite 314
Orlando, Florida 32819

Vice President: N/A
Address:

Secretary: POLLY EDGERTON
Address: 5728 Major Boulevard, Suite 314
Orlando, Florida 32819

Treasurer: POLLY EDGERTON
Address: 5728 Major Boulevard, Suite 314
Orlando, Florida 32819

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
Zip Code

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11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature:

Carroll M. Jones

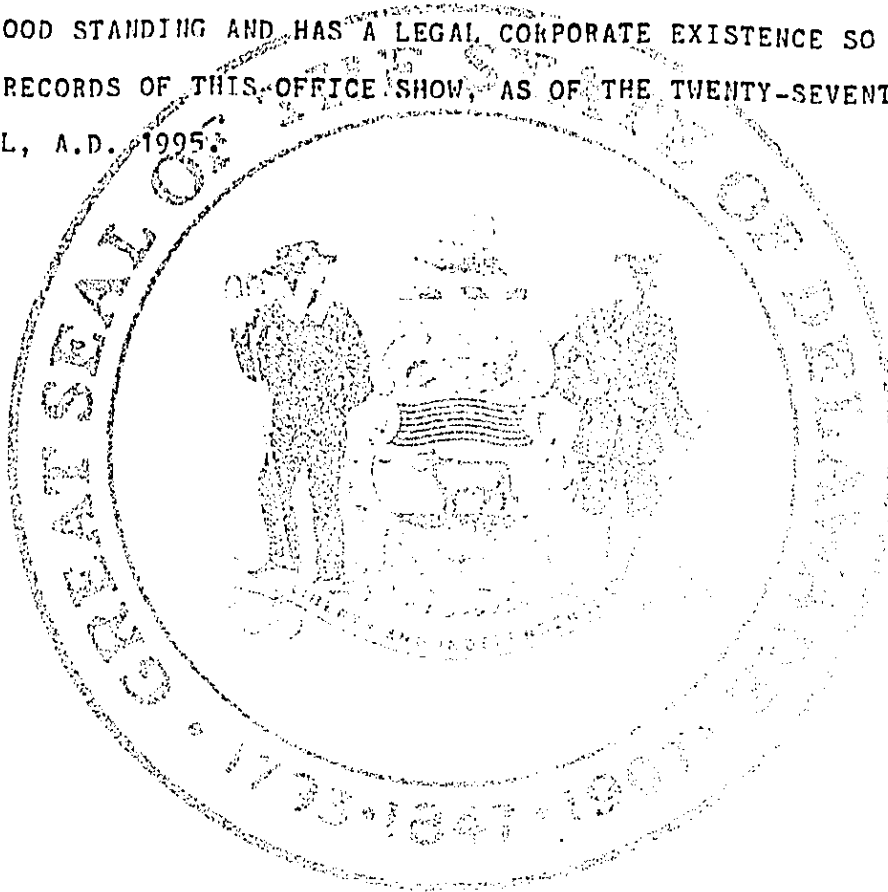
12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. *[Signature]*
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. JAMES DEXTER, President
(Name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIRGIN AIRSHIP HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF APRIL, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 28 PM 1:04



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7487616

DATE: 04-27-95