



ACCOUNT NO. : 072100000032

REFERENCE : 900090 4720528

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 22, 1998

ORDER TIME : 9:58 AM

ORDER NO. : 900090-010

CUSTOMER NO: 4720528

CUSTOMER: Ms. Marlis J. Spear  
Holland & Knight  
Suite 2600  
200 South Orange Avenue  
Orlando, FL 32801

400002536444--2  
-07/23/98-01052-015  
\*\*\*\*122.50 \*\*\*\*122.50

FOREIGN FILINGS

NAME: VIRGIN AEROSTATIONS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

FILED  
SECRETARY OF STATE  
98 JUL 23 PM 12:46

mtu  
7/23

DIVISION OF CORPORATIONS  
98 JUL 23 PM 11:23

## 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 AEROSTATIONS, INC.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. 59-350 5910  
(FEI number, if applicable)
4. March 11, 1997  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 5728 Major Blvd Suite 314  
Orlando, Florida 32819  
(Current mailing address)
8. Holding Company  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)  
 → Name: CORPORATION SERVICE COMPANY  
 Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
 (Zip Code)

### 10. 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.*

→ [Signature]  
(Registered agent's signature)

11. 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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: NONE

Address: \_\_\_\_\_

Vice Chairman: NONE

Address: \_\_\_\_\_

Director: Michael Kendrick

Address: 1, Stafford Park 12

Telford TF3 3BJ, Shropshire, UK

Director: Hugh Bann

Address: 1, Stafford Park 12

Telford TF3 3BJ, Shropshire, UK

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Michael Kendrick

Address: 1, Stafford Park 12

Telford TF3 3BJ Shropshire, UK

Vice President: Hugh Bann

Address: 1, Stafford Park 12

Telford TF3 3BJ Shropshire, UK

Secretary: Mark P. Dorey

Address: 1, Stafford Park 12

Telford TF3 3BJ Shropshire, UK

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. X [Signature]  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. X Vice President - Hugh Bann  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
JUL 23 PM 12:46  
DPT

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIRGIN AEROSTATIONS, 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-SECOND DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 23 PM 12:46

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07-22-98  
*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: