

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

CORPORATION
ANNUAL REPORT
1995



FLORIDA DEPARTMENT OF STATE
Candra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

APPROVED
AND
FILED

95 MAR 16 AM 10:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P08911 (0)
1. Corporation Name
VIRGIN ATLANTIC AIRWAYS LIMITED

Principal Place of Business Mailing Address
96 MORTON ST 96 MORTON ST
NEW YORK NY 10014 NEW YORK NY 10014

DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified 01/31/1986 3a. Date of Last Report 02/25/1994
4. FEI Number 13-3213123 Applied For Not Applicable
5. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under S. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip 28 Zip Country 29 Zip Country 30

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reappointing) DATE _____

12. OFFICERS AND DIRECTORS
TITLE C
NAME BRANSON, RICHARD
STREET ADDRESS 95-99 LADBROKE GROVE
CITY-ST-ZIP LONDON, ENGLAND
TITLE M
NAME GARDNER, ROY
STREET ADDRESS ASHDOWN HOUSE, HIGH ST
CITY-ST-ZIP SUSSEX, ENGLAND
TITLE V
NAME TAIT, DAVID
STREET ADDRESS 96 MORTON STREET
CITY-ST-ZIP NEW YORK NY
TITLE T
NAME PRIMROSE, NIGEL
STREET ADDRESS ASHDOWN HOUSE, HIGH ST.
CITY-ST-ZIP SUSSEX, ENGLAND
TITLE S
NAME AVANN, ANDREW
STREET ADDRESS ASHDOWN HOUSE HIGH ST.
CITY-ST-ZIP SUSSEX EN
TITLE M
NAME PENNINGTON, SYDNEY
STREET ADDRESS ASHDOWN HOUSE HIGH ST
CITY-ST-ZIP SUSSEX, ENGLAND

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE Change Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
6.1 TITLE Change Addition
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation; or that I am a trustee or trustee empowered to execute this report as required by Chapter 007, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or in the alternate block given an address.

SIGNATURE: DAVID M. TAIT
EXECUTIVE VICE PRESIDENT
VIRGIN ATLANTIC AIRWAYS

3/10/95 (212) 206-6612
Date Daytime Phone #