

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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Mar 24 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

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



Principal Place of Business: 96 MORTON ST NEW YORK NY 10014
Mailing Address: 747 BELDEN AVENUE NORWALK CT 06850-3304 US

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21 747 Belden Avenue		26		01/31/1986	02/13/1996
22 State, Apt. #, etc.		27 State, Apt. #, etc.		4. FEI Number	Applied For
23 City & State		28 City & State		13-3213123	Not Applicable
24 Zip		29 Zip		5. Certificate of Status Desired	\$8.75 Additional Fee Required
25 Country		30 Country		6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
06850		US		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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 607.1505 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: _____ DATE: _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRANSON, RICHARD	12 NAME	
STREET ADDRESS	95-99 LADBROKE GROVE	13 STREET ADDRESS	
CITY, ST, ZIP	LONDON, ENGLAND	14 CITY, ST, ZIP	
TITLE	M	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GARDNER, ROY	22 NAME	
STREET ADDRESS	ASHDOWN HOUSE, HIGH ST	23 STREET ADDRESS	
CITY, ST, ZIP	SUSSEX, ENGLAND	24 CITY, ST, ZIP	
TITLE	EVP	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TAIT, DAVID	32 NAME	
STREET ADDRESS	747 BELDEN AVENUE	33 STREET ADDRESS	
CITY, ST, ZIP	NORWALK CT	34 CITY, ST, ZIP	
TITLE	T	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PRIMROSE, NIGEL	42 NAME	
STREET ADDRESS	ASHDOWN HOUSE, HIGH ST.	43 STREET ADDRESS	
CITY, ST, ZIP	SUSSEX, ENGLAND	44 CITY, ST, ZIP	
TITLE	S	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AVANN, ANDREW	52 NAME	
STREET ADDRESS	ASHDOWN HOUSE HIGH ST.	53 STREET ADDRESS	
CITY, ST, ZIP	SUSSEX EN	54 CITY, ST, ZIP	
TITLE	M	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PENNINGTON, SYDNEY	62 NAME	
STREET ADDRESS	ASHDOWN HOUSE HIGH ST	63 STREET ADDRESS	
CITY, ST, ZIP	SUSSEX, ENGLAND	64 CITY, ST, ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or consolidated 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 the person or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an amendment with an address.

SIGNATURE: _____ DATE: March 3, 1997 203-750-2000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)