

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

FILED
Mar 04 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		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 747 BELDEN AVE NORWALK CT 06850 US	Mailing Address 747 BELDEN AVENUE NORWALK CT 06850 US
--	---

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/31/1986	
21		26		4. FEI Number 13-3213123	
22. Suite, Apt. #, etc.		27. Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23. City & State		28. City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24. Zip	25. Country	29. Zip	30. Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <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
				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 reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRANSON, RICHARD	1.2 NAME	
STREET ADDRESS	95-89 LADBROKE GROVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	LONDON, ENGLAND	1.4 CITY-ST-ZIP	
TITLE	M	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GARDNER, ROY	2.2 NAME	
STREET ADDRESS	ASHDOWN HOUSE, HIGH ST	2.3 STREET ADDRESS	The Office Manor Royal
CITY-ST-ZIP	SUSSEX, ENGLAND	2.4 CITY-ST-ZIP	Crawley, West Sussex, UK RH10 2NU
TITLE	EVP	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TAIT, DAVID	3.2 NAME	
STREET ADDRESS	747 BELDEN AVENUE	3.3 STREET ADDRESS	
CITY-ST-ZIP	NORWALK CT	3.4 CITY-ST-ZIP	
TITLE	T	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PRIMROSE, NIGEL	4.2 NAME	
STREET ADDRESS	ASHDOWN HOUSE, HIGH ST	4.3 STREET ADDRESS	The Office Manor Royal
CITY-ST-ZIP	SUSSEX, ENGLAND	4.4 CITY-ST-ZIP	Crawley, West Sussex, UK RH10 2NU
TITLE	S	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AVANN, ANDREW	5.2 NAME	
STREET ADDRESS	ASHDOWN HOUSE, HIGH ST	5.3 STREET ADDRESS	The Office Manor Royal
CITY-ST-ZIP	SUSSEX, EN	5.4 CITY-ST-ZIP	Crawley, West Sussex, UK RH10 2NU
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I 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 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 the receiver 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 attachment thereto.

SIGNATURE:  **DAVID TAIT** 2/25/98 (203) 750-2000

CR2E03A (10/97)