

No of Company: 2857673



THE COMPANIES ACT 1985

Special Resolutions of

VVG LIMITED

Passed on the 30th day of November 1993

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 120 Campden Hill Road, London W8 7AR on the 30th day of November 1993, the following Special Resolutions were duly passed:

1. IT WAS RESOLVED THAT the name of the Company be changed to:

VIRGIN VOYAGER LIMITED

2. IT WAS RESOLVED THAT the draft Articles of Association produced to the members and initialled by the Chairman for the purposes of identification be adopted as the Company's Articles of Association in substitution for and to the exclusion of all the existing Articles of the Company.

A handwritten signature in black ink, appearing to be "D. H. S.", written over a horizontal line.

Secretary

FILE COPY



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 2857673

I hereby certify that

VVG LIMITED

having by special resolution changed its name,

is now incorporated under the name of

VIRGIN VOYAGER LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 8 DECEMBER 1993


M. LEWIS

an authorised officer