TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM385150

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the conveying party, the entity type, and the entity citizenship previously recorded on previously recorded on Reel 000582 Frame 0671. Assignor(s) hereby confirms the Change of Name.
RESUBMIT DOCUMENT ID:	900364170

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Virgin Holdings Limited	FORMERLY Virgin Records (Holdings) Limited	04/14/1986	Private Limited Company: UNITED KINGDOM

RECEIVING PARTY DATA

Name:	Virgin Enterprises Limited
Street Address:	95-99 Ladbroke Grove
City:	London
State/Country:	UNITED KINGDOM
Postal Code:	W11 1PG
Entity Type:	Private Limited Company: UNITED KINGDOM

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1413664	VIRGIN

CORRESPONDENCE DATA

Fax Number: 3122685063

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 773 966-2467

Email: officeactions@norvellip.com, sjones@norvellip.com

Correspondent Name: Shyla N. Jones Address Line 1: P.O. Box 2461

Address Line 4: Chicago, ILLINOIS 60690

ATTORNEY DOCKET NUMBER:	13353-553/128
NAME OF SUBMITTER:	Shyla N. Jones
SIGNATURE:	/Shyla N. Jones/
DATE SIGNED:	05/20/2016

Total Attachments: 24

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TRADEMARK REEL: 005795 FRAME: 0090

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THE COMPANIES ACT 1985

I certify that

VIRGIN ENTERPRISES LIMITED (originally called VIRGIN RECORDS (HOLDINGS) LIMITED, which name was changed on 26th October 1978 to VIRGIN HOLDINGS LIMITED, which name was changed on 14th April 1986 to VIRGIN ENTERPRISES LIMITED, each change having been made by special resolution and to which approval has been given in accordance with the provisions of the relevant Companies Acts) was incorporated under the Companies Acts 1948 to 1967 as a limited company on 27th September 1972.

PATENT & TRADEMARY OFFICE

HOY 13 1997

Given under my hand at the Companies Registration Office, Cardiff

the

22nd January 1987

NO.

1073929

HOWAN STUMP

an authorised officer

Number of Company;

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

VIRGIN HOLDINGS LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at 95-99 Ladbroke Grove, London W11 1PG on 17 March 1986, the following Special Resolutions were passed:

- 1) THAT the name of the Company be changed to Virgin Enterprises Limited.
- 2) THAT the Memorandum be adopted as a new Memorandum of the Company, a copy of which is attached hereto.

R C N BRANSON CHAIRMAN

20MAR 1986
Joyds
741084
Juo

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

1073929

I hereby certify that

VIRGIN HOLDINGS LIMITED

having by special resolution changed its name, is now incorporated under the name of VIRGIN ENTERPRISES LIMITED

Given under my hand at the Companies Registration Office, Cardiff the 14TH APRIL 1986

> Es achistoch D. G. BLACKSTOCK

an authorised officer



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2017/29 / 5

Thereby coulfy that

ADIOUS PERSONA (SECTIONS) FRANCES

liaving by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

VINEY TOWN LIVERS

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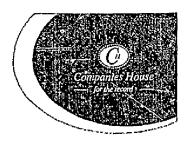
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Assistant Registrar of Companies:

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Crown Way Cardiff CF14 3UZ www.companieshouse.gov.uk

NOTICE OF ILLEGIBLE DOCUMENTS

Companies House regrets that documents in this company's microfiche record have pages which are illegible.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

Companies House is a registry of company information. We carry out basic checks to make sure that documents have been fully completed and signed, but we do not have the statutory power or capability to venfy the accuracy of the information that companies send to us. We accept all information that companies deliver to us in good faith and place it on the public record. The fact that the information has been placed on the public record should not be taken to indicate that Companies House has verified or validated it in any way.

1073929

Number of	١
Company	

THE COMPANIES ACTS 1948 to 1967

DECLARATION of Compliance with the requirements of the Companies Act 1948 on application for registration of a Company.

Pursuant to Section 15 (2) of the Companies Act 1948

Insert the Name of the Company.

VIRGIN RECORDS (HOLDINGS) LIMITED

LIMITED

Presented by

Presentor's Reference 37/F 6738

Norton, Rose, Botterell & Roche

Kempson House, Camomila Street

Bishopsgate, London EC3A 7AN

Form No. 41 (No filing fee payable)

Printed and Published by The Solicitors' Law Stationery Society, Limited, Oyes House, Breams Buildings, Watter Lane, London EC4P 4BU and at Birmingham, Cardiff, Liverpool, Manchester and Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 60

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A Commissioner for Oaths [Total Fables]

STATEMENT OF THE NOMINAL CAPITAL

OF

VIRGIN RECORDS (HOLDINGS) LIMITED

TIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section the Finance Act 1899, Section 39 of the Finance Act 1920 and Section 41 of the Finance Act 1933.

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NOTES.—The Stamp Duty on the Nominal Capital is Fifty Pence for every £100 for fraction of £100.

This Statement is to be filed with the Memerandum of Association or other Document when the Company is registered and should be signed by an Officer of the Mompany if expointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Processed by

Presentor's Reference 37/F. 6738

Norton, Rose, Botterell & Roche

Kempson House, Camomile Street

Bishopsgate, London EC3A 7AN

Form No. 25

Printed and Published by The Solicitors' Law Stationery Society, Limited, Oyes House, Breams Buildings, Votter Lane, London EC4P 4BU and at Birmingham, Cardiff, Liverpool, Manchester and Glasgow. F19857,14-6-71

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TRADEMARK

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THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES ... 020.00

Memorandum of Association

OF

1073929

VIRGIN RECORDS (HOLDINGS) LIMITED

- 1. The name of the Company is "VIRGIN RECORDS (HOLDINGS) LIMITED".
- 2. The Registered Office of the Company will be situate in England.
- 3. The objects for which the Company is established are:-
 - (A) To carry on the business of an investment holding company, and to buy, underwrite or otherwise acquire and hold any bonds, stocks, obligations or securities of British, foreign or colonial governments, states, dominions, sovereigns, provinces, municipalities or public authorities, or the bonds, debentures, debenture stocks, notes, obligations, shares, stocks or securities of any company, corporation, firm or person, and whether incorporated or established in Great Britain or elsewhere; and also to invest, by way of purchase, mortgage or otherwise, in any freehold or leasehold property in Great Britain, and to deal with and turn to account the same as may seem expedient.
 - (B) To promote or assist in promoting or to acquire an entire or partial interest in any other company or companies (whether or not subsidiary companies as defined by Section 154 of the Companies Act, 1948) for the purpose of operating through any such subsidiary company or companies any of the businesses of manufacturers, agents, factors,

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distributors, shippers, importers, exporters, consignors, buyers and sellers (wholesale and retail, charterers, shipowners, warehousemen, merchants, builders, developers of and dealers in merchandise, goods, articles and commodities of all kinds whether manufactured in whole or in part, or whether grown, cultivated, taken, processed or produced in any part of the world and in connection therewith to deal in commodities of all kinds which can conveniently be dealt with in connection with the aforesaid businesses or any of them or which may be required by customers or for persons dealing with the Company, and to carry on and execute all kinds of commercial, trading, financial and other operations, and generally to carry on any other trade or business whatsoever which may seem to the Directors capable of being carried on advantageously in connection with the above businesses, or calculated directly or indirectly to enhance the value or facilitate the realisation of any of the Company's property or rights.

- (C) To form, manage, join or subscribe to any syndicate.
- (D) To lend money with or without security and to make advances upon, hold in trust, issue, buy, sell or otherwise acquire or dispose of, on commission or otherwise, any of the securities or investments of the kinds before mentioned, and to act as agent for any of the above or the like purposes.
- (E) To manage, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trade marks or all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash or otherwise, either in this or any other company, whether fully paid or otherwise.

- (F) To construct, erect, maintain, alter, replace or remove, any buildings, works, offices, erections, plant, machinery, tools or equipment, as may seem desirable for any of the business or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with, in connection with any of the Company's objects.
- (G) To enter into or accept any guarantee or indemnities and to support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company including (but without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the said Companies Act, 1948 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in its business.
- (H) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit do in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (I) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments.
- (J) To amalgamate or enter into partnership or any

joint-purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

- (K) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid.
- (L) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (M) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (N) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the. Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate

and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

- (O) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (P) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the word "company" in this Clause, except when used in reference to this Company shall be deemed to include any partnership or other body of persons, whether incorporated or .not incorporated, and whether domiciled in the United Kingdom or elsewhere and whether now existing or hereafter to be formed and it is also hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company and none of the sub-clauses shall be deemed merely subsidiary or auxiliary to the objects mentioned in the first sub-clause.

- 4. The liability of the members is limited.
- 5. The capital of the Company is £100 divided into 100 Shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively, agree tortake the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUESCRIBERS Number of Shares taken by each Subscriber

Mohim

The

Kempson House, Camomile Street, London, EC3A 7AN

Solicitor.

Logar Bulis

One

Kempson House, Camomile Street, London, ECSA VAN

Solicitor.

DATED the 16th

day of There

, 1972.

WITNESS to the above Signatures:-

DIR Lawis

Kempson House, Camomile Street, London, EC3A 7AN

Solicitor.

6,

REEL: 005795 FRAME: 0105

COMPANY LIMITED BY SMARES

Articles of Association

1073929

OF

VIRGIN RECORDS (HOLDINGS) LIMITED

PRELIMINARY

1. In these Articles: -

"the 'Act" means the Companies Act, 1948

"Table A, Part I" means Part I of Table A in the First Schedule to the Companies Act, 1948 as amended by Part III of the Eighth Schedule to the Companies Act, 1967.

"Table A, Part II", means Part II of Table A in the First Schedule to the Companies Act, 1948 as amended by Part III of the Eighth Schedule to the Companies Act, 1967.

- 2. Subject as hereinafter provided, the regulations contained or incorporated in Table Λ , Part II shall apply to the Company.
- 3. Regulations 3, 24, 53, 77, 79, 88 to 94 (inclusive) and 136 of Table A, Part I shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, subject to the modifications hereinafter expressed, together with regulations 2 to 5 inclusive of Table A, Part II, shall constitute the regulations of the Company.

SHARES

4. The initial share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

- 5. Subject to any directions which may be given by the Company in General Meeting, any chares in the initial share capital of the Company and any new shares created on an increase of capital shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount except as provided by Section 57 of the Act.
- 6. Subject to the provisions of Section 58 of the Act, any Preference Shares may, with the sanction of a Special Resolution, be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

7. The lien conferred by regulation 11 of Table A, Part I, shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders. The said regulation 11 shall be varied accordingly.

NOTICE OF GENERAL MEETINGS

8. The words and figures "regulation 134 of these regulations" shall be substituted for the words "the regulations of the Company" in regulation 50 of Table A, Part I.

PROCEEDINGS AT GENERAL MEETINGS

- 9. The words "the appointment of, and" shall be omitted in regulation 52 of Table A, Part I.
- 10. (A) A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 58 of Table A, Part I shall be altered accordingly.
- (B) The words "or not carried by a particular majority" shall be inserted after the words "or lost"

in regulation 58 of Table A, Part I.

- 11. A proxy shall be entitled to vote on a show of hands and regulation 62 of Table A, Part I, shall be modified accordingly.
- 12. Any such Resolution in writing as is referred to in regulation 5 of Table A, Part II, may consist of several documents in a like form each signed by one or more of the members (or their duly authorised representatives) in that regulation referred to.

DIRECTORS

- 13. The number of the Directors shall not be less than two.
- 14. A Director shall not be required to hold any qualification shares in the Company, but nevertheless shall be entitled to attend and speak at any General Meeting and at any separate General Meeting of the holders of any class of shares in the capital of the Company.
- 15. The words "unless the Company otherwise direct" at the end of regulation 78 of Table A, Part I, shall be deleted.

BORROWING POWERS

of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue and create mortgages, charges, memoranda of deposit, debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

17. Notwithstanding a Director is interested in any contract or arrangement with the Company he shall be counted for the purpose of a quorum at any meeting at which the same is considered, and shall be entitled to vote thereon, and paragraphs (2) and (4) of regulation 84 of Table A, Part I, shall be amended accordingly.

- 18. It shall not be necessary for the Directors to sign a book recording their attendances at meetings of Directors and regulation 86 of Table A, Part I, shall be amended accordingly.
- 19. The Directors may establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, or give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and holding or who held any salaried employment or office in the O Company or such other company, and the wives, widows, families and dependants of any such persons. The Directors may also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such persons as aforesaid, and may make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object. Directors may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

20. (A) Without prejudice to the powers of the Company under Section 184 of the Act to remove a Director by Ordinary Resolution the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by

an instrument in writing signed by the member or members making the same or in the case of a member being a company signed by one of its directors on its behalf and shall take effect upon lodgment at the registered office of the Company.

- (B) The office of a Director shall be vacated:-
- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office under regulation 96 of Table A, Part I.
- (7) If he is removed from office under Article 20(A) of these Articles.

ROTATION OF DIRECTORS

21. The Directors shall not be liable to retire by rotation, and accordingly in each of regulations 95 and 97 of Table A, Part I, the second sentence thereof shall be deleted.

ALTERNATE DIRECTORS

22. Each Director shall have the power to nominate any other Director or any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence, and at his discretion to revoke such nomination and on such appointment being made, each alternate Director, whilst so acting, shall be entitled to exercise and discharge all the functions, powers and duties and

undertake all the liabilities and obligations of the Director he represents, and shall count as a Director in the quorum, but shall not require any qualification and shall not be entitled to receive any remuneration from the Company. A nomination as an alternate Director shall ipso facto be revoked if the appointor ceases for any reason to be a Director.

- 23. Notice of all Board and General Meetings shall be sent to every alternate Director as if he were a Director and member of the Company until revocation of his appointment
- 24. The appointment of an alternate Director shall be revoked and the alternate Director shall cease to hold office whenever the Director who appointed such alternate Director shall give notice in writing to the Secretary of the Company that he revokes such appointment.
- 25. Any instrument appointing an alternate Director shall be left at the registered office of the Company and shall, as nearly as circumstances will admit, be in the form or to the effect following:-

VIRGIN RECORDS (HOLDINGS) LIMITED

"I,

"a Director of the Company, in "pursuance of the power in that behalf "contained in the Articles of Association of the Company, do hereby nominate and appoint

"of
"to act as alternate Director in my place
"during my absence, and to exercise and
"discharge all my duties as a Director of
"the Company,

"As witness my hand this

19

INDEMNITY

26. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or

liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in consection with any application under Section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Kempson House, Camomile Street, Bishopsgate, London, EC3A 7AN

Solicitor.

Lagon Brites

Kempson House, Camomile Street, Bishopsgate, London, EC3A PAN

Solicitor.

tine 16th DATED

day of Thes

WITNESS to the above Signatures:-

Kempson House, Camomile Street, Bishopsgate, London, EC3A 7AN

Solicitor.



CERTIFICATE OF INCORPORATION

No. 2071000

I hereby certify that

Azmena mockoż (marmojet) troczem

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the

Afte September 1978

(% TATLOR)
Assistant Registrar of Companies



NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICE RECORD

Companies House regrets that the microfiche record for this company contain some documents which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

Companies House is an Executive Agency of the Department of Trade and Industry



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