No. **W 18620**

Due no later than March 31, 2005
Annual Report Form

Return to:
SECRETARY OF STATE
700 WEST JEFFERSON
PO BOX 83720
BOISE, ID 83720-0080

NO FILING FEE IF RECEIVED BY DUE DATE

1. Mailing Address - Correct in this box, if applicable

VIRGIN MOBILE USA, LLC
10 INDEPENDENCE BLVD
WARREN, NJ 07059

2. Registered Agent and Office **NO PO BOX**

CT CORPORATION SYSTEM
300 N 6TH ST
BOISE, ID 83702

3. New Registered Agent Signature

4. Limited Liability Companies: Enter Names and Addresses of Members.

Office held	Name	Street or P.O. Address	City	State	Zip
1.	BLUEBOTTLE USA HOLDINGS c/o VIRGIN USA, 520 BROADWAY, NY, NY 10012				
2.	SPRINT VENTURES, Inc. c/o SPRINT SPECTRUM L.P.	6330 SPRINT PARKWAY KSOPHA0310-3B12	OVERLAND PARK, KS 66251		

5. Organized Under the Laws of:

DELAWARE
W 18620

6. Signature [signature] Date 3/25/05

AUTHORIZED BY THE BOARD OF DIRECTORS (MANAGER) TO SIGN ON BEHALF OF VIRGIN MOBILE USA, LLC

Name (Typed or Printed) PETER LURIE Title GENERAL COUNSEL

Issued 01/03/2005 **Do Not Tape or Staple** 200503000012