

2006 LIMITED PARTNERSHIP ANNUAL REPORT
Due By May 1, 2006

FILED
Apr 27, 2006 08:00 AM
Secretary of State

DOCUMENT # B03000000438

1. Entity Name
MSPA ACQUISITION II, L.P.



Principal Place of Business
1585 BROADWAY, 37TH FLOOR
NEW YORK, NY 10036

Mailing Address
1585 BROADWAY, 37TH FLOOR
NEW YORK, NY 10036



04252006 No Chg-LP

CR2E003 (11/05)

DO NOT WRITE IN THIS SPACE

4. FEI Number 20-0470510	Applied For Not Applicable
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5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
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6. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324

**DO NOT WRITE
IN THIS SPACE**

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

SIGNATURE _____
Signature, typed or printed name of registered agent and title if applicable.

FILE NOW!!! FEE IS \$500.00
After May 1, 2006, Fee will be \$900.00

DATE
100000555370
05/09/06-80098-004 500.00

A GENERAL PARTNER THAT IS A BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.
NOTE: General Partners MAY NOT be changed on the form; an amendment must be filed to change a general partner.

12. GENERAL PARTNER INFORMATION

DOCUMENT #	M03000004233
NAME	MSPA ACQUISITION II GP, L.L.C.
STREET ADDRESS	1585 BROADWAY, 37TH FLOOR
CITY - ST - ZIP	NEW YORK, NY 10036

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**DO NOT WRITE
IN THIS SPACE**

14. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a General Partner of the limited partnership or the receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING GENERAL PARTNER

Warren Fields

Date

4/25/06

Daytime Phone #

617-946-2033

STAPLE CHECK HERE