

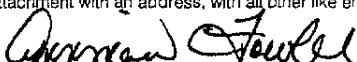


FILED
Feb 18, 2005 08:00 AM
Secretary of State

DOCUMENT # F03000001321				Secretary of State	
1. Entity Name MFW ACQUISITION HOLDINGS CORP.					
Principal Place of Business 1201 N. ORANGE STREET, STE 781 WILMINGTON, DE 19801		Mailing Address 1201 N. ORANGE STREET, STE 781 WILMINGTON, DE 19801			
2. Principal Place of Business		3. Mailing Address			
Suite, Apt. #, etc.		Suite, Apt. #, etc.		01102005 Chg-P CR2E034 (10/03)	
City & State		City & State		4. FEI Number 51-0389869	
Zip		Country		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
6. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE, FL 32301-2525				7. Name and Address of New Registered Agent	
				Name	
				Street Address (P.O. Box Number is Not Acceptable)	
				City	
				FL Zip Code	
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 _____ DATE _____					
Signature, typed or printed name of registered agent and filer if applicable (NOTE: Registered Agent signature required when re-registering)					
FILE NOW!!! FEE IS \$150.00 After May 1, 2005 Fee will be \$550.00		9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees			
10. OFFICERS AND DIRECTORS			11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11		
TITLE	P	<input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	MARSHALL, GARY		NAME		
STREET ADDRESS	810 7TH AVE.		STREET ADDRESS		
CITY - ST - ZIP	NEW YORK, NY 10019		CITY - ST - ZIP		
TITLE	VD	<input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	DAY, JOHN		NAME		
STREET ADDRESS	810 7TH AVE.		STREET ADDRESS		
CITY - ST - ZIP	NEW YORK, NY 10019		CITY - ST - ZIP		
TITLE	VD	<input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	IMBROSCIANO, MATTHEW		NAME		
STREET ADDRESS	810 7TH AVE.		STREET ADDRESS		
CITY - ST - ZIP	NEW YORK, NY 10019		CITY - ST - ZIP		
TITLE	VD	<input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	MOZARSKY, SCOTT		NAME		
STREET ADDRESS	810 7TH AVE.		STREET ADDRESS		
CITY - ST - ZIP	NEW YORK, NY 10019		CITY - ST - ZIP		
TITLE	VD	<input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	RUSSAK, MICHAEL A JR		NAME		
STREET ADDRESS	810 7TH AVE.		STREET ADDRESS		
CITY - ST - ZIP	NEW YORK, NY 10019		CITY - ST - ZIP		
TITLE	AVS	<input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	FOWLER, ANNMARIE		NAME		
STREET ADDRESS	810 7TH AVE.		STREET ADDRESS		
CITY - ST - ZIP	NEW YORK, NY 10019		CITY - ST - ZIP		
12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(c), Florida Statutes. I further certify that the information indicated on this report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.					
SIGNATURE:  1/25/05					
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR					