

MODENA 3 INC  
Form NT 10-K  
January 31, 2005

OMB APPROVAL

OMB Number 3235-0058

Expires March 31-2005

Estimated average

Response Hours 2.50

SEC File Number

000-50495

CUSIP Number

United States Securities and Exchange Commission

Washington, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

(check one)

**Form 10-K**

Form 20-F

Form 11-K

Form 10-Q

Form N-SAR

For Period Ended : October 31, 2004

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended: -----

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

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PART 1 REGISTRANT INFORMATION

Full Name of Registrant: Modena 3, Inc.  
Address of Principal Executive Office: 162 M Homestead Street  
City, State and Zip Code: Manchester CT 06040

PART II RULES 12B-25(b) AND (c)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- X- (b) The subject annual report, semi-annual report, transition

report, on Form 10-K, Form 20-F, 11-K, Form N-SAR, or portion thereof will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report on Form 10-Q, or portion there of will be filed on or before the fifth calendar day following the prescribed due day; and

- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.
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PART III NARRATIVE

(State below in reasonable detail why the Form 10-K, 20-F, 11-K, 10-Q, N-SAR, or the transition report or portion thereof, could not be filed within the prescribed time period.)

The Company's auditors have not yet completed the financial statements that must be filed within this Form 10KSB. Management and the Auditors believe that the financials will be completed within the timeframe required for a timely filing.

PART IV OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification.

Abraham Pierce	(860)	805-0701
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(Name)	(Area Code)	(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceeding 12 months (or for such shorter period that the registrant was required to file such reports)

been filed? If the answer is no, identify report(s).

**-X- Yes** --- No

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(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

--- Yes **-X- No**

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

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SIGNATURE

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Modena 3, Inc.

(Name of Company)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

By: /s/ Abraham Pierce

Date: January 28, 2005

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Title: President