



File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee <b>\$ 188.75</b> Make Check Payable To: FLORIDA DEPARTMENT OF STATE					
1. Name and Mailing Address of Limited Liability Company  CPI IMAGES, L.L.C. 1706 WASHINGTON AVE. ST. LOUIS MO 63103			DOCUMENT # M96000000041		
2. Principal Place of Business  Suite, Apt. #, etc.  City & State  Zip Country			2a. Mailing Address  Suite, Apt. #, etc.  City & State  Zip Country		
3. Date Organized or Qualified 02/08/1996			3a. State of Formation MO		
4. FEI Number 43-1729899			<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable		
5. Date of Last Report 05/01/1998			6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>		
7. Name and Address of Current Registered Agent  C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324			8. Name and Address of New Registered Agent/Office  Name  Street Address (P.O. Box Number is Not Acceptable)  Suite, Apt. #, etc.  City FL Zip Code		
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.  SIGNATURE _____ DATE _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reappointing)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	CONSUMER PROGRAMS IN,	1706 WASHINGTON AVE.		ST. LOUIS MO	
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. Further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.  SIGNATURE:  4-26-99 314-231-1575 <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNED MANAGING MEMBER OR MANAGER</small>					

**CONSUMER PROGRAMS INCORPORATED**  
**1706 WASHINGTON AVENUE**  
**ST. LOUIS, MO 63103**  
**FEIN: 43-0791360**  
**INCORPORATED 04/16/63 (MO)**

OFFICERS' NAME	OFFICE	S.S.#	ADDRESS	CITY, STATE	ZIP CODE
Alyn V. Essman	Chairman of the Board	492-30-5381	21 Somerset Downs Drive	Frontenac, MO	63124
Russell Isaak	President	496-46-2924	14538 Crossway Court	Chesterfield, MO	63017
Barry Arthur	Vice President/Treasurer	355-34-8976	219 North Third Street	New Baden, IL	62265
Jane E. Nelson	Secretary	504-60-3821	1101 Webster Crossing Ct	St. Louis, MO	63119
Tamee V. Reese	Assistant Secretary	493-72-4474	12643 Shephard Drive	Florissant, MO	63033

DIRECTORS' NAME	S.S.#	ADDRESS	CITY, STATE	ZIP CODE
Alyn V. Essman	492-30-5381	21 Somerset Downs Drive	Frontenac, MO	63124
Russell Isaak	496-46-2924	14538 Crossway Court	Chesterfield, MO	63017
Jane E. Nelson	504-60-3821	1101 Webster Crossing Ct	St. Louis, MO	63119

REV: 01/14/98