2007 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# V00227

Entity Name: CPI CORPORATION

FILED Apr 29, 2007 Secretary of State

Current Principal Place of Business: New Principal Place of Business:

1033 CARTER ROAD 509 ROPER PKWY. WINTER GARDEN, FL 34787 US OCOEE, FL 34761 US

Current Mailing Address: New Mailing Address:

P.O. BOX 536327 ORLANDO, FL 32853 US

FEI Number: 59-3194734 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

PAYNE, LILLIAN
14015 FAIRWAY WILLOW LANE
WINTER GARDEN, FL 34787 US
PAYNE, LILLIAN
12514 HARBOUR LANDINGS DRIVE
CORTEZ, FL 34215 US

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.

SIGNATURE: 04/29/2007

Electronic Signature of Registered Agent Date

Election Campaign Financing Trust Fund Contribution ().

OFFICERS AND DIRECTORS:

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

 Title:
 D
 () Delete
 Title:
 D
 (X) Change () Addition

 Name:
 PAYNE, CLEVELAND A
 Name:
 PAYNE, CLEVELAND A

 Address:
 14015 FAIRWAY WILLOW LANE
 Address:
 12514 HARBOUR LANDINGS DR.

City-St-Zip: WINTER GARDEN, FL 34787 City-St-Zip: CORTEZ, FL 34215

I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic 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 above, or on an attachment with an address, with all other like empowered.

SIGNATURE: CLEVELAND A. PAYNE D 04/29/2007