

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Apr 24 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 642796 (7)

1. Corporation Name
TEMPLETON INVESTMENT COUNSEL, INC.



Principal Place of Business 500 E. BROWARD BLVD. BROWARD FINANCIAL CENTRE #2100 FT. LAUDERDALE FL 33394-3091	Mailing Address 500 E. BROWARD BLVD. BROWARD FINANCIAL CENTRE #2100 FT. LAUDERDALE FL 33394-3002
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/24/1979	3a. Date of Last Report 04/20/1996
21	26			4. FEI Number 59-1961621	Applied For Not Applicable
22		27		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
23		28		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	25	29	30	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYES STREET TALLAHASSEE FL 32301				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JOHNSON, CHARLES E.	1.2 NAME	
STREET ADDRESS	500 EAST BROWARD BLVD	1.3 STREET ADDRESS	
CITY - ST - ZIP	FT. LAUDERDALE FL	1.4 CITY - ST - ZIP	
TITLE	DV <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FLANAGAN, MARTIN L.	2.2 NAME	
STREET ADDRESS	500 EAST BROWARD BLVD	2.3 STREET ADDRESS	
CITY - ST - ZIP	FT. LAUDERDALE FL	2.4 CITY - ST - ZIP	
TITLE	PD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	REED, DONALD F	3.2 NAME	
STREET ADDRESS	500 EAST BROWARD BLVD	3.3 STREET ADDRESS	
CITY - ST - ZIP	FT. LAUDERDALE FL	3.4 CITY - ST - ZIP	
TITLE	VS <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KNOBLOCK, ELIZABETH M.	4.2 NAME	
STREET ADDRESS	500 EAST BROWARD BLVD	4.3 STREET ADDRESS	
CITY - ST - ZIP	FT. LAUDERDALE FL	4.4 CITY - ST - ZIP	
TITLE	DV <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCGOWAN, GREGORY	5.2 NAME	
STREET ADDRESS	500 EAST BROWARD BLVD	5.3 STREET ADDRESS	
CITY - ST - ZIP	FT. LAUDERDALE FL	5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	D/V
STREET ADDRESS		6.3 STREET ADDRESS	MOTYL, GARY P.
CITY - ST - ZIP		6.4 CITY - ST - ZIP	500 EAST BROWARD BLVD. FT. LAUDERDALE FL

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(l), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual 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 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Donald F. Reed* **Donald F. Reed, President & Director 4/11/97 954-527-7500**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ Date _____ Daytime Phone # _____

CR2E034 (9/96)

ATTACHMENT TO ITEM 12: TEMPLETON INVESTMENT COUNSEL, INC. - FEI #59-196121
Additional Officers and Directors

<u>TITLE</u>	<u>NAMES OF OFFICERS AND DIRECTORS</u>	<u>STREET ADDRESS OF EACH OFFICER AND DIRECTOR</u>	<u>CITY AND STATE</u>
V	Corcoran, Michael J.	500 East Broward Blvd.	Ft. Laud., FL
V	Leonard, Howard J.	500 East Broward Blvd.	Ft. Laud., FL
V	Beveridge, Mark R.	500 East Broward Blvd.	Ft. Laud., FL
V	Joseph, Marc S.	500 East Broward Blvd.	Ft. Laud., FL
V	Howard, William T., Jr.	500 East Broward Blvd.	Ft. Laud., FL
V	Clemons, Gary R.	500 East Broward Blvd.	Ft. Laud., FL
V	Ramos, Edward	500 East Broward Blvd.	Ft. Laud., FL
V	Nori, Peter A.	500 East Broward Blvd.	Ft. Laud., FL
V	Oler, Stephen S.	500 East Broward Blvd.	Ft. Laud., FL
V	Hutchens, Charles R.	500 East Broward Blvd.	Ft. Laud., FL
V	Wong, Jeanne S. F.	500 East Broward Blvd.	Ft. Laud., FL
V	Schoren-Testa, Sandra A.	500 East Broward Blvd.	Ft. Laud., FL
V	Cabot, Jean M.	500 East Broward Blvd.	Ft. Laud., FL
V	Andersen, Niels E.	500 East Broward Blvd.	Ft. Laud., FL
V	Gallagher, David	500 East Broward Blvd.	Ft. Laud., FL
V	Nolley, Catherine B.	500 East Broward Blvd.	Ft. Laud., FL
V	Paulson, Robert G.	500 East Broward Blvd.	Ft. Laud., FL
V	Frisbie, N. Rickard	500 East Broward Blvd.	Ft. Laud., FL
V	Devlin, Neil S.	500 East Broward Blvd.	Ft. Laud., FL
V	Lempereur, Douglas R.	500 East Broward Blvd.	Ft. Laud., FL
V	Latta, Thomas J.	500 East Broward Blvd.	Ft. Laud., FL
V	Johnson, Ronald A.	500 East Broward Blvd.	Ft. Laud., FL
V	Demirors, Umran	500 East Broward Blvd.	Ft. Laud., FL