

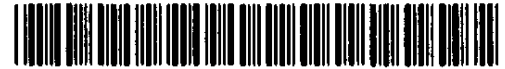
FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 01 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		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 ATTN: ROBIN C. CRAIG P.O. BOX 14395 FT. LAUDERDALE FL 33302
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
10/24/1979

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. 500 E. Broward Blvd.
22. City & State	27. Suite 2100
23. Zip	28. Fort Lauderdale, FL
24. Country	29. 33394-3091
25. Country	30. Country

4. FEI Number 59-1961621	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYES STREET
 TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81. Name
82. Street Address (P.O. Box Number is Not Acceptable)
83.
84. City
85. Zip Code

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 _____ DATE _____
Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C	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	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	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	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	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	DV	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MOTYL, GARY P	6.2 NAME	
STREET ADDRESS	500 EAST BROWARD BLVD.	6.3 STREET ADDRESS	
CITY-ST-ZIP	FT. LAUDERDALE FL	6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), 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: _____ DATE: **4/22/98**
 Donald F. Reed, Pres. & Director 954-527-7500

CR2E034 (10/97)