

642796

From SANDY LEOW
 LEGAL ADMIN
 FRANKLIN TEMPLETON GRP OF FUND
 1149 CHESS DR
 FOSTER CITY CA 94404-1102
 (650) 312-2867

Ship Date 10/07/99

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 -10/08/99--01081--014
 *****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

FILED
 99 OCT -8 AM 8:59
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Sandy Leow GAVE
 AUTHORIZATION BY PHONE TO
 CORRECT *new reg agent name*
 DATE *10/15/99* & *Capacity*
 DOC. EXAM. *Anna Chesnut*

Examiner's Initials | *Ad 10-15*

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: TEMPLETON INVESTMENT COUNSEL, INC.

2. The mailing address of the corporation is: 500 E. BROWARD BLVD., ATTN: LEGAL DEPT., SUITE 2100, FORT LAUDERDALE, FL 33394-3091

3. Date of incorporation/qualification: 10/24/1979 Document number: 642796

4. The name and address of the current registered agent and office:
THE PRENTICE-HALL CORPORATION SYSTEM, INC. (CURRENTLY CORPORATION SERVICE COMPANY)
1201 HAYES STREET
TALLAHASSEE, FL 32301

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)
BARBARA J. GREEN
500 E. BROWARD BLVD., 15TH FLOOR
FORT LAUDERDALE, FL 33394-3091

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Charles E. Johnson
(Signature of an officer, chairman or vice chairman of the board)

9/24/99
(Date)

CHARLES E. JOHNSON, CHAIRMAN & DIRECTOR
(Printed or typed name and title)

FILED
99 OCT -8 9:00
SECRETARY
TALLAHASSEE
FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Barbara J. Green
(Signature of Registered Agent)

Sept. 27, 1999
(Date)

If signing on behalf of an entity:

BARBARA J. GREEN
(Typed or Printed Name)

sr. Vice President
(Capacity)

*** FILING FEE: \$35.00 ***