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FOREIGN PROFIT QUALIFICATION

Franklin Templeton Portfolio Advisors, Inc.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 13, 2005

CT CORPORATION

SUBJECT: FRANKLIN TEMPLETON PORTFOLIO ADVISORS, INC.  
REF: W05000029005

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers. ✓

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TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Franklin Templeton Portfolio Advisors, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ina," "Co," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. California 3. 94-2480161  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 23, 1978 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. October 1, 2004  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. One Franklin Parkway, San Mateo, CA 94403  
(Principal office address)

One Franklin Parkway, San Mateo, CA 94403  
(Current mailing address)

8. Investment advisory services  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Lori Weber

Office Address: 500 E. Broward Blvd., 15th Floor

Ft. Lauderdale, Florida 33394-3091  
(City) (Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.*

By: Lori Weber  
(Registered agent's signature)

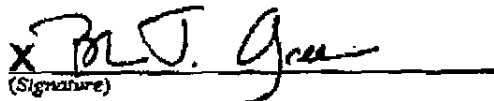
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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**DIRECTORS AND OFFICERS  
FOR  
FRANKLIN TEMPLETON PORTFOLIO ADVISORS, INC.**

<u>Officer Name</u>	<u>Title</u>	<u>Business Address</u>
Gregory B. Johnson	Chairman of the Board and Director	One Franklin Parkway, San Mateo, CA 94403-1906
Kent P. Strazza	President, Chief Executive Officer & Director	One Franklin Parkway, San Mateo, CA 94403-1906
Martin L. Flanagan	Director	One Franklin Parkway, San Mateo, CA 94403-1906
Frank M. Felioelli	Executive Vice President	One Franklin Parkway, San Mateo, CA 94403-1906
Patrick J. McCall	Executive Vice President	500 East Broward Boulevard, Fort Lauderdale, FL 33394-3091
Robert Lim	Chief Compliance Officer	One Franklin Parkway, San Mateo, CA 94403-1906
James R. Baio	Chief Financial Officer	One Franklin Parkway, San Mateo, CA 94403-1906
Suzanne S. Akers	Senior Vice President	One Franklin Parkway, San Mateo, CA 94403-1906
Kenneth A. Lewis	Treasurer	One Franklin Parkway, San Mateo, CA 94403-1906
John Coates	Vice President	500 East Broward Boulevard, Fort Lauderdale, FL 33394-3091
Margaret J. Marshall	Vice President	One Franklin Parkway, San Mateo, CA 94403-1906
Patricia Lee	Assistant Vice President	One Franklin Parkway, San Mateo, CA 94403-1906
Barbara J. Green	Secretary	One Franklin Parkway, San Mateo, CA 94403-1906

  
(Signature)

Barbara J. Green, Secretary

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# State of California Secretary of State

## CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the 23rd day of February, 1978, FRANKLIN TEMPLETON PORTFOLIO ADVISORS, INC. became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of May 19, 2005.



BRUCE McPHERSON  
Secretary of State