

H91181

**INTER-OFFICE
COMMUNICATION**

**ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA**

DATE: February 3, 2000

TO: Louise Jackson, Bureau of Corporations, Secretary of State

FROM: *WB* David Burgess, Financial Control Analyst
Bureau of Financial Institutions, District II, Division of Banking

SUBJECT: **TEMPLETON FUNDS TRUST COMPANY #211-T**

Please file the attached amendment to the articles of incorporation for subject trust company

Please make the following distribution of certified copies:

1. Return one (1) copy to: Bureau of Financial Institutions
District II, Division of Banking
The Fletcher Building
101 East Gaines Street, Suite 636
2. Federal Express two (2) copies to the address on the attached self-addressed label.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB - 3 PM 4: 48

Also attached is a check that represents payment for filing fee and certified copies. If you have any questions, please contact me at 410-9111.

DB:jm

Attachments

cc: Area Financial Manager, Tampa

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*Name Change
NFT 2-7-2000*

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DIVISION OF CORPORATIONS

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**ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
TEMPLETON FUNDS TRUST COMPANY
a Florida Banking Corporation**

1. The name of the corporation is Templeton Funds Trust Company (the "Company") and its initial principal place of business is 700 Central Avenue in the City of St. Petersburg, County of Pinellas, and the State of Florida.

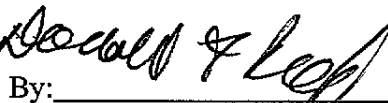
2. ARTICLE I of the Articles of Incorporation of Templeton Funds Trust Company and paragraph 2 of the Articles of Amendment to the Articles of Incorporation of the Company filed with the Florida Secretary of State on December 1, 1987, are hereby amended by deleting the same in their entirety and restating to read as follows:

The name of the corporation shall be FT INSTITUTIONAL TRUST COMPANY, and its initial principal place of business shall be at 700 Central Avenue in the City of St. Petersburg, in the County of Pinellas, and the State of Florida.

2. These Articles of Amendment were approved on January 25, 2000 by the unanimous written consent of the sole shareholder of common stock of the Company, which is the only shareholder entitled to vote on these Articles of Amendment, and which was sufficient for approval of these Articles of Amendment.

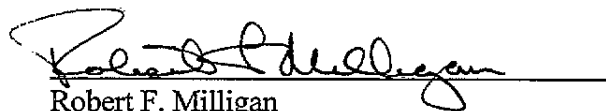
IN WITNESS WHEREOF, Templeton Funds Trust Company has caused these Articles of Amendment to be executed this 26th day of January, 2000.

TEMPLETON FUNDS TRUST COMPANY


By: _____

Donald F. Reed
President

The foregoing article amendment is hereby approved this 2nd day of February, 2000.

A handwritten signature in black ink, appearing to read "Robert F. Milligan", is written over a horizontal line.

Robert F. Milligan
Comptroller of Florida and Head of the
Department of Banking and Finance