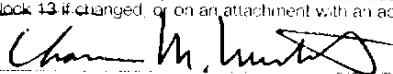


FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

1-3

PROFIT CORPORATION ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P18585 (0)			
1. Corporation Name TEMPLETON SMALLER COMPANIES GROWTH FUND, INC.			
Principal Place of Business 700 CENTRAL AVE. ST. PETERSBURG FL 33701-3628		Mailing Address 700 CENTRAL AVE. ST. PETERSBURG FL 33701-3628	
2. Principal Place of Business 21 500 E. Broward Blvd. Suite, Apt. #, etc 22 City & State 23 Ft. Lauderdale, Florida Zip 24 33394		2a. Mailing Address 26 Same Suite, Apt. #, etc 27 City & State 28 Zip 29 Country 30 USA	
3. Date Incorporated or Qualified 03/28/1988			
3a. Date of Last Report 05/01/1995			
4. FEI Number 59-2098933		Applied For Not Applicable	
5. Certificate of Status Desired ☒		\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution ☐		\$5.00 May Be Added to Fees	
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes ☐ Yes ☒ No			
9. Name and Address of Current Registered Agent MISTELE, THOMAS M. 700 CENTRAL AVE. ST. PETERSBURG FL 33701-3628		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 FL	
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 Signature typed or printed name of registered agent and the corporation (NOTE: Registered Agent Signature required when registering.) DATE			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P JACOBS, DANIEL L. 500 E BROWARD BLVD FT LAUDERDALE FL 33394 ☒ DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V JOHNSON, CHARLES B 777 MARINERS ISLAND BLVD SAN MATEO CA 94404-1585 ☐ DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	VCD ☒ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D BURNS, HARMON E 777 MARINERS ISLAND BLVD SAN MATEO CA ☐ DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	DV ☒ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D ASHTON, HARRIS J P. O. BOX 10045, METRO CTR, 1 STATION PL STAMFORD CA 06902-2045 ☐ DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	94404-1585 ☒ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S MISTELE, THOMAS M. 700 CENTRAL AVE. ST. PETERSBURG FL 33701-3628 ☐ DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	Stamford, CT ☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V HOLOWESKO, MARK G LYFORD CAY NASSAU, BAHAMAS ☐ DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	900001850888 ☐ Change ☐ Addition -06/04/96--01162--012 ***208.75
14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: 		4/26/96 (813) 823-8712	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR		Date: Define Phone:	

CR2E034 (12/95)

P18585

TEMPLETON SMALLER COMPANIES GROWTH FUND, INC.

Continuation of Question No. 12 (Names and Addresses of Each Officer and Director):

Title	Names of Officers & Directors	Street Address/City & State
V	Flanagan, Martin L.	777 Mariners Blvd. San Mateo, CA 94404-1585
T	Baio, James R.	500 East Broward Blvd. Ft. Lauderdale, FL 33394
AT	DeBellis, Karen S.	700 Central Avenue St. Petersburg, FL 33701
AS	Steele, Jeffrey L.	1500 K Street Washington, D.C. 20005
D	Clarke, F. Bruce	19 Vista View Blvd. Thornhill, Ontario Canada L4J 2A5
D	von Diergardt-Naglo, Hasso-G	Rural Rt. 3 Stouffville, Ontario, Canada L4A 7X4
D	Krahmer, Betty P.	2201 Kentmere Parkway Wilmington, Delaware 19806
D	Millsaps, Fred R.	2665 NE 37th Drive Ft. Laud., FL 33308
D	Hines, Andrew H., Jr.	150 2nd Avenue North, Suite 1170 St. Petersburg, FL 33701
D	Fortunato, S. Joseph	200 Campus Drive Florham Park, NJ 07932
D	Macklin, Gordon S.	8212 Burning Tree Road Bethesda, MD 20817
V	Kay, John R.	500 East Broward Blvd. Ft. Lauderdale, FL 33394

TEMPLETON SMALLER COMPANIES GROWTH FUND, INC.

Continuation of Question No. 12 (Names and Addresses of Each Officer and Director):

Title	Names of Officers & Directors	Street Address/City & State
D	Brady, Nicholas F.	The Bullitt House 102 E. Dover St. Easton, MD 21601
D	John Wm. Galbraith	360 Central Ave. Suite 1300 St. Petersburg, FL 33701
V	Rupert H. Johnson, Jr.	777 Mariners Island Blvd. San Mateo, CA 94404-1585
V	Deborah R. Gatzek	777 Mariners Island Blvd. San Mateo, CA 94404-1585
V	Charles E. Johnson	500 E. Broward Blvd. Ft. Lauderdale, FL 33394