

P18585



Franklin Templeton
DISTRIBUTORS, INC.

100 Fountain Parkway
St. Petersburg, FL 33716-1205
tel 800/632-2350

June 5, 1998

Amendment Section
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

800002551078--7
-06/08/98--01070--005
*****35.00 *****35.00

Re: Templeton Global Smaller Companies Fund, Inc.
Templeton Vietnam and Southeast Asia Fund, Inc.

Dear Sir/Madam:

Please find enclosed an original executed Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for each of the above referenced Templeton Funds.

Also please find enclosed our checks in the amount of thirty-five Dollars (\$35.00) in payment of the required filing fee for the above applications. In addition, please have the extra copy of this letter date stamped and returned to in the enclosed self-addressed, stamped envelope.

Please notify me if you need any additional informational at 1-800/237-0738, ext. 37631.

Sincerely,

Debra Carter

Debra A. Carter
Compliance Analyst

Enclosures

FILED
98 JUN 26 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.
6-29-98
CC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 11, 1998

FRANKLIN TEMPLETON DISTRIBUTORS, INC.
DEBRA CARTER
100 FOUNTAIN PKWY.
ST. PETERSBURG, FL 33716-1205

SUBJECT: TEMPLETON SMALLER COMPANIES GROWTH FUND, INC.
Ref. Number: P18585

We have received your document for TEMPLETON SMALLER COMPANIES GROWTH FUND, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 998A00032752

STATE OF MARYLAND

644774

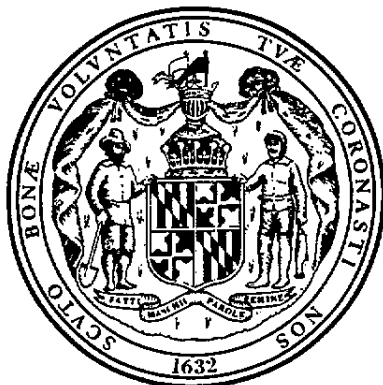
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, GLORIA J. WATSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE, RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR THE RIGHT OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS DEPARTMENT ARTICLES OF AMENDMENT OF TEMPLETON SMALLER COMPANIES GROWTH FUND, INC. CHNAGING ITS NAME TO TEMPLETON GLOBAL SMALLER COMPANIES FUND, INC. WERE RECEIVED AND APPROVED FOR RECORD BY THIS DEPARTMENT ON MAY 14, 1996.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 19TH DAY OF JUNE, 1998.

Gloria J. Watson
GLORIA J. WATSON
OFFICE SUPERVISOR II

TEMPLETON SMALLER COMPANIES GROWTH FUND, INC.

ARTICLES OF AMENDMENT

Templeton Smaller Companies Growth Fund, Inc., a Maryland corporation having its principal office in Baltimore City, Maryland (hereinafter called the "Corporation"), certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended:

By amending Article SECOND to change the name of the Corporation to Templeton Global Smaller Companies Fund, Inc.

SECOND: The amendment to the Articles of Incorporation of the Corporation as hereinabove set forth shall be effective as of the 15th day of May, 1996.

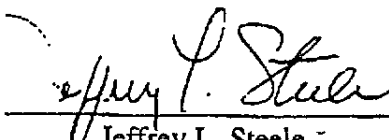
THIRD: The foregoing amendment to the Articles of Incorporation of the Corporation was approved by a majority of the entire Board of Directors of the Corporation; the amendment is limited to changes expressly permitted by Section 2-605 of Title 2 of the Maryland General Corporation Law to be made without action by the stockholders, and the Corporation is registered as an open-end company under the Investment Company Act of 1940.

IN WITNESS WHEREOF, Templeton Smaller Companies Growth Fund, Inc. has caused these Articles of Amendment to be signed in its name and on its behalf by its duly authorized officers who acknowledge that these Articles of Amendment are the act of the Corporation, that to the best of their knowledge, information and belief, the matters and facts set forth herein as to authorization and approval are true in all material respects and that this statement is made under the penalties of perjury.

Dated: April 16, 1996

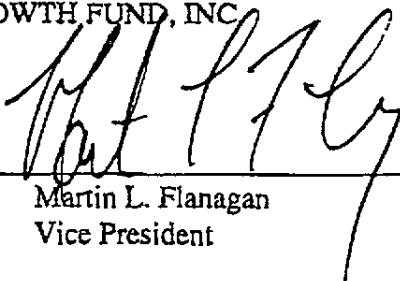
[CORPORATE SEAL]

ATTEST:



Jeffrey L. Steele
Assistant Secretary

TEMPLETON SMALLER COMPANIES
GROWTH FUND, INC.

By: 

Martin L. Flanagan
Vice President