

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

1-3

PROFIT CORPORATION ANNUAL REPORT <b>1996</b>		FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P32845 (0)**

1. Corporation Name  
**TEMPLETON CAPITAL ACCUMULATOR FUND, INC.**



Principal Place of Business <b>700 CENTRAL AVENUE                  ST. PETERSBURG FL 33701-3628</b>	Mailing Address <b>700 CENTRAL AVENUE                  ST. PETERSBURG FL 33701-3628</b>
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3. Date Incorporated or Qualified <b>02/18/1991</b>	3a. Date of Last Report <b>05/01/1995</b>
4. FEI Number <b>59-3040143</b>	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/> <b>X</b>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business <b>21 500 E. Broward Blvd.</b> Suite, Apt. #, etc	2a. Mailing Address <b>26 Same</b> Suite, Apt. #, etc.
22 City & State <b>23 Ft. Lauderdale, Florida</b>	27 City & State
24 Zip <b>33394</b>	25 Country <b>USA</b>
29 Zip	30 Country

9. Name and Address of Current Registered Agent

**MISTELE, THOMAS M.  
 700 CENTRAL AVE.  
 ST. PETERSBURG FL 33733-3628**

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 <b>FL 33701-3628</b>

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 \_\_\_\_\_ (NOTE: Registered Agent signature required when re-registering) \_\_\_\_\_ DATE \_\_\_\_\_

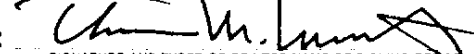
12. OFFICERS AND DIRECTORS

TITLE	<b>P</b>	<input type="checkbox"/> DELETE
NAME	<b>MOTYL, GARY P</b>	
STREET ADDRESS	<b>500 E. BROWARD BLVD.</b>	
CITY-ST-ZIP	<b>FT. LAUDERDALE FL 33394-3091</b>	
TITLE	<b>V</b>	<input type="checkbox"/> DELETE
NAME	<b>FLANAGAN, MARTIN L.</b>	
STREET ADDRESS	<b>777 MARINERS ISLAND BLVD.</b>	
CITY-ST-ZIP	<b>SAN MATEO CA</b>	
TITLE	<b>V</b>	<input type="checkbox"/> DELETE
NAME	<b>JOHNSON, CHARLES B</b>	
STREET ADDRESS	<b>777 MARINERS ISLAND BLVD.</b>	
CITY-ST-ZIP	<b>SAN MATEO CA 94404-1585</b>	
TITLE	<b>S</b>	<input type="checkbox"/> DELETE
NAME	<b>MISTELE, THOMAS M.</b>	
STREET ADDRESS	<b>700 CENTRAL AVE.</b>	
CITY-ST-ZIP	<b>ST. PETERSBURG FL 33701-3628</b>	
TITLE	<b>T</b>	<input type="checkbox"/> DELETE
NAME	<b>BAIO, JAMES R.</b>	
STREET ADDRESS	<b>500 E. BROWARD BLVD.</b>	
CITY-ST-ZIP	<b>FT. LAUDERDALE FL 33394</b>	
TITLE	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>JOHNSON, CHARLES E</b>	
STREET ADDRESS	<b>777 MARINERS ISLAND BLVD.</b>	
CITY-ST-ZIP	<b>SAN MATEO CA 94404-1585</b>	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	<b>94404-1585</b>
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	<b>VCD</b>
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	<b>300001850868</b>
5.4 CITY-ST-ZIP	<b>-06/04/96--01162--021</b>
	<b>***208.75</b>
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	<b>VD</b>
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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:   
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/26/96 (813) 823-8712  
 Date Daytime Phone

CR2E034 (12/95)

P 32845

TEMPLETON CAPITAL ACCUMULATOR FUND, INC.

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

Title	Names of Officers & Directors	Street Address/City & State
AT	DeBellis, Karen S.	700 Central Avenue St. Petersburg, FL 33701
AS	Steele, Jeffrey L.	1500 K Street Washington, D.C. 20005
V	Holowesko, Mark G.	Lyford Cay Nassau, Bahamas
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	Hines, Andrew H., Jr.	150 2nd Ave. North, Suite 1170 St. Petersburg, FL 33701
D	Krahmer, Betty P.	2201 Kentmere Parkway Wilmington, DE 19806
D	Millsaps, Fred R.	2665 NE 37th Drive Ft. Lauderdale, FL 33308
D	Ashton, Harris J.	Metro Center, One Station Place Stamford, CT 06902
D	Fortunato, S. Joseph	200 Campus Drive Florham Park, NJ 07932
V	Kay, John R.	500 E. Broward Blvd. Ft. Lauderdale, Fl 33394
D	Macklin, Gordon S.	8212 Burning Tree Road Bethesda, MD 20817

**TEMPLETON CAPITAL ACCUMULATOR FUND, INC.**

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

<b>Title</b>	<b>Names of Officers &amp; Directors</b>	<b>Street Address/City &amp; State</b>
D	Brady, Nicholas F.	The Bullitt House 102 E. Dover St. Easton, MD 21601
D	John Wm. Galbraith	360 Central Avenue, 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	Harmon E. Burns	777 Mariners Island Blvd. San Mateo, CA 94404-1585