

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 28 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
--	---	---

DOCUMENT # P32845
 1. Corporation Name
TEMPLETON CAPITAL ACCUMULATOR FUND, INC.

Principal Place of Business 500 E. Broward Blvd. Suite 2100 Ft. Lauderdale, FL 33394	Mailing Address 500 E. Broward Blvd. Suite 2100 Ft. Lauderdale, FL 33394
--	--

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 SAME Suite, Apt. #, etc. 22 City & State 23 Zip Country 24	2a. Mailing Address 26 SAME Suite, Apt. #, etc. 27 City & State 28 Zip Country 29
--	---

3. Date Incorporated or Qualified February 18, 1991	4. FEI Number 59-3040143	Applied for <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> EXEMPT <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent
Barbara J. Green
500 E. Broward Blvd.
Suite 2100
Ft. Lauderdale, FL 33394

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 _____ DATE _____
 Signature of person filing this report (required) Signature of registered agent (required when changing)

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	Motyl, Gary P.	
STREET ADDRESS	500 E. Broward Blvd.	
CITY, ST, ZIP	Ft. Lauderdale, FL 33394	
TITLE	V	<input type="checkbox"/> DELETE
NAME	Flanagan, Martin L.	
STREET ADDRESS	777 Mariners Island Blvd.	
CITY, ST, ZIP	San Mateo, CA 94404	
TITLE	VDC	<input type="checkbox"/> DELETE
NAME	Johnson, Charles B.	
STREET ADDRESS	777 Mariners Island Blvd.	
CITY, ST, ZIP	San Mateo, CA 94404	
TITLE	T	<input type="checkbox"/> DELETE
NAME	Baio, James R.	
STREET ADDRESS	500 E. Broward Blvd.	
CITY, ST, ZIP	Ft. Lauderdale, FL 33394	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	Johnson, Charles E.	
STREET ADDRESS	500 E. Broward Blvd.	
CITY, ST, ZIP	Ft. Lauderdale, FL 33394	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY, ST, ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
12 NAME	AT Rosenberg, Bruce S.
13 STREET ADDRESS	500 E. Broward Blvd.
14 CITY, ST, ZIP	Ft. Lauderdale, FL 33394
21 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	D Ashton, Harris J.
23 STREET ADDRESS	191 Clapboard Ridge
24 CITY, ST, ZIP	Greenwich, CT 06830
31 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	AT DeBellis, Karen P.
33 STREET ADDRESS	100 Fountain Parkway
34 CITY, ST, ZIP	St. Petersburg, FL 33716
41 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	AS Steele, Jeffrey L.
43 STREET ADDRESS	1775 Eye Street, N.W.
44 CITY, ST, ZIP	Washington, DC 20006-2401
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY, ST, ZIP	
61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
64 CITY, ST, ZIP	

000002539060
-05/28/98--01041--020
*****158.75**

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), Florida Statutes. I further certify that the information included 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 of this report, or on a filing document with an address.

SIGNATURE: *Barbara J. Green* **Barbara J. Green** **4/24/98** **(954) 527-7500**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (10/97)

TEMPLETON CAPITAL ACCUMULATOR FUND, INC.

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

<u>Title</u>	<u>Names of Officers & Directors</u>	<u>Street Address/City & State</u>
S	Green, Barbara J.	500 E. Broward Blvd. Ft. Lauderdale, FL 33394
V	Holowesko, Mark G.	Lyford Cay Nassau, Bahamas N/A
D	Hines, Andrew H., Jr.	150 2nd Avenue N., Ste 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	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
D	Brady, Nicholas F.	The Bullitt House 102 E. Dover Street Easton, MD 21601
D	Galbraith, John Wm.	360 Central Avenue, Ste. 1300 St. Petersburg, FL 33701
V	Johnson, Rupert H., Jr.	777 Mariners Island Blvd. San Mateo, CA 94404-1585
V	Knoblock, Elizabeth M.	500 E. Broward Blvd. Ft. Lauderdale, FL 33394
V	Gatzek, Deborah, R.	777 Mariners Island Blvd. San Mateo, CA 94404-1585
V	Burns, Harmon E.	777 Mariners Island Blvd. San Mateo, CA 94404-1585
AS	Greene, Larry	777 Mariners Island Blvd. San Mateo, CA 94404-1585