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CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 23 PM 12:51

Templeton International Value Fund, LP

Templeton International Value Fund Limited Partnership

☐ Profit
☐ NonProfit
☐ Limited Liability Co.

☐ Amendment

☐ Foreign

☐ Dissolution/Withdrawal

☒ Limited Partnership

☐ Annual Report

☐ Reinstatement

☐ Reservation

☒ Certified Copy

☐ Photo Copies

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☐ Call if Problem

☒ Walk In

☐ Will Wait

☐ Mail Out

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8/26/96

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. Templeton International Value Fund L.P.
(Name of limited partnership as it is in the home state;

2. Templeton International Value Fund Limited Partnership
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware 4. 8/9/96
(State of Formation) (Date of Formation)

5. Templeton Global Value Investors, Inc.
(Name of Registered Agent for Service of Process)

6. 500 East Broward Boulevard, Suite 2100,
(Street Address of Registered Office)

Fort Lauderdale, Florida 33394-3091
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.
Templeton Global Value Investors, Inc.
Gregory E. McGowan
(Officer must sign on this line)

Gregory E. McGowan, Ex.V.P.
(Type Name and Title of Officer)

8. c/o Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS SPECIFIC ADDRESS

Templeton Global Value Investors, Inc. (See Item 6)

#96000064330

10. (See Item 6)
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. (See Item 6)
(Mailing Address of Limited Partnership)

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This 19 day of August, 1996.

Gregory E. McGowan
General Partner
Gregory E. McGowan, Ex.V.P. of G.P.

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DIVISION OF CORPORATIONS
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STATE OF

COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this 19th day of August, 1996, by Gregory E. McGowan Ex.V.P. of (Name of General Partner) of Templeton Global Value Investors, Inc.
Templeton International Value Fund, L.P.
(Name of Limited Partnership), A Delaware (State or Country) Limited Partnership on behalf of the Limited Partnership.

Gloria J. Leonard
Notary Public
State of Florida at Large

(SEAL)

My Commission Expires:

OFFICIAL NOTARY SEAL
GLORIA J. LEONARD
COMMISSION NO. CC408143
MY COMMISSION EXT. OCT. 21, 1998

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Gregory E. McGowan Ex.V.P. of Templeton Global Value Investors, Inc constituting all of the general partners of Templeton Global Value Fund, L.P. a (an) Delaware limited partnership, hereinafter referred to as the "Partnership", who upon being sworn, certified as follows:

1. The amount of capital contributions of the limited partners is \$1,000,000,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transactinbog business in Florida is \$ none.

This 19th day of August, 1996.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

General Partner(s)

Templeton Global Value Investors, Inc.

By: Gregory E. McGowan

Gregory E. McGowan, Ex., V.P.

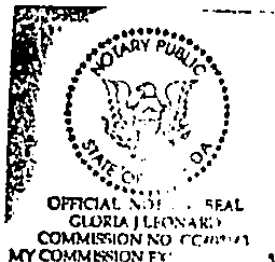
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STATE OF Florida
COUNTY OF Broward
DATE August 19, 1996

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Gregory E. McGowan, Ex. V.P. of the (General Partner, known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19th day of August, 19 96.

Seal



Gloria J. Leonard

Notary Public

State of Florida at Large
My Commission Expires: _____