

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

FILED
May 27, 1998 8:00 am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F93000004309
1. Corporation Name

TEMPLETON EMERGING MARKETS INCOME FUND, INC.

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

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified September 22, 1993	
4. FEI Number 59-3192205	Applied For 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 No	

2. Principal Place of Business		2a. Mailing Address	
21. SAME		26. SAME	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
22. City & State		27. City & State	
23. Zip Country		28. Zip Country	
24. 25.		29. 30.	

9. Name and Address of Current Registered Agent
Barbara J. Green
500 E. Broward Blvd.
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 _____ (NOTE: Registered Agent signature required when re-stating) DATE _____
Signature, typed or printed name of registered agent and title if applicable.

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	AT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Hines, Andrew H. Jr.	1.2 NAME	Rosenberg, Bruce S.
STREET ADDRESS	150-2nd Avenue N. Ste 1170	1.3 STREET ADDRESS	500 E. Broward Blvd.
CITY-ST-ZIP	St. Petersburg, FL 33701	1.4 CITY-ST-ZIP	Ft. Lauderdale, FL 33394
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Kramer, Betty P.	2.2 NAME	Ashton, Harris J.
STREET ADDRESS	2201 Kentmere Parkway	2.3 STREET ADDRESS	191 Clapboard Ridge
CITY-ST-ZIP	Wilmington, DE 19806	2.4 CITY-ST-ZIP	Greenwich, CT 06830
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	AT <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Millsaps, Fred R.	3.2 NAME	DeBellis, Karen P.
STREET ADDRESS	2665 NE 37th Drive	3.3 STREET ADDRESS	100 Fountain Parkway
CITY-ST-ZIP	Ft. Lauderdale, FL 33308	3.4 CITY-ST-ZIP	St. Petersburg, FL 33716-1205
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	AS <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	Steele, Jeffrey L.
STREET ADDRESS		4.3 STREET ADDRESS	175 Eye Street, NW.
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Washington, DC 20006-2401
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), 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: Barbara J. Green Barbara J. Green 4/24/98 (954) 527-7500
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (10/97)

TEMPLETON EMERGING MARKETS INCOME 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>
V	Forester, Samuel J., Jr.	500 E. Broward Blvd. Ft. Lauderdale, FL 33394
CVD	Johnson, Charles B.	777 Mariners Island Blvd. San Mateo, CA 94404-1585
V	Holowesko, Mark G.	Lyford Cay Nassau, Bahamas N/A
V	Flanagan, Martin L.	777 Mariners Island Blvd. San Mateo, CA 94404-1585
V	Lempereur, Douglas	500 E. Broward Blvd. Ft. Lauderdale, FL 33394
P	McGowan, Gregory E.	500 E. Broward Blvd. Ft. Lauderdale, FL 33394
V	Kay, John R.	500 E. Broward Blvd. Ft. Lauderdale, FL 33394
T	Baio, James R.	500 E. Broward Blvd. Ft. Lauderdale, FL 33394
D	Fortunato, S. Joseph	200 Campus Drive Florham Park, NJ 07932
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
VD	Burns, Harmon E.	777 Mariners Island Blvd. San Mateo, CA 94404-1585
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	Johnson, Charles E.	500 E. Broward Blvd. Ft. Lauderdale, FL 33394
V	Gatzek, Deborah, R.	777 Mariners Island Blvd. San Mateo, CA 94404-1585
D	Holiday, Edith E.	3239 38th Street, N.W. Washington, DC 20016

TEMPLETON EMERGING MARKETS INCOME 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>
V	Knoblock, Elizabeth M.	777 Mariners Island Blvd. San Mateo, CA 94404-1585
S	Green, Barbara J.	500 E. Broward Blvd Ft. Lauderdale, FL 33394