

F94000004783



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

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 A. Carter*

Debra A. Carter  
Compliance Analyst

200002551082--5  
-06/08/98-01070--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Enclosures

N.C.  
6-29-98  
CC-

FILED  
98 JUN 26 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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 VIETNAM OPPORTUNITIES FUND, INC.  
Ref. Number: F94000004783

We have received your document for TEMPLETON VIETNAM OPPORTUNITIES 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):

A photocopy of the certificate of existence is not acceptable.

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: 298A00032754

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

FILED  
98 JUN 26 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Templeton Vietnam Opportunities Fund, Inc.  
Name of corporation as it appears on the records of the Department of State.
2. Maryland 3. September 15, 1994  
Incorporated under laws of Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? April 24, 1998
5. Templeton Vietnam and Southeast Asia Fund, Inc.  
Name of corporation after the amendment, adding suffix "corporation" "company", or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- \_\_\_\_\_  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- \_\_\_\_\_  
New Jurisdiction

Barbara J. Green  
Signature

Barbara J. Green  
Typed or printed name

May 5, 1998  
Date

Secretary  
Title

# STATE OF MARYLAND

644773

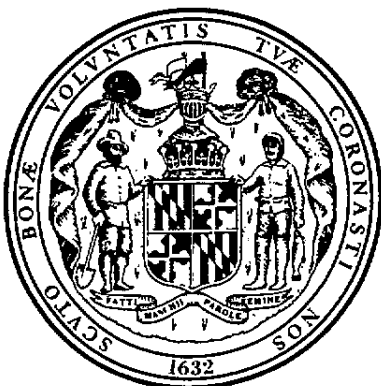
## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

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 VIETNAM OPPORTUNITIES FUND, INC. CHANGING ITS NAME TO TEMPLETON VIETNAM AND SOUTHEAST ASIA FUND, INC. WERE RECEIVED AND APPROVED FOR RECORD BY THIS DEPARTMENT ON APRIL 23, 1998.



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

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

TEMPLETON VIETNAM OPPORTUNITIES FUND, INC.

APPROVED FOR RECORD

ARTICLES OF AMENDMENT

4.23.98 at

1222 p.m.

ASST. CLERK

APR 23 12:23 PM

RECEIVED

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

FIRST: The Articles of Incorporation of the Corporation are hereby amended by striking out Article SECOND of the Articles of Incorporation and inserting in lieu thereof the following:

"SECOND: The name of the Corporation is TEMPLETON VIETNAM AND SOUTHEAST ASIA FUND, INC."

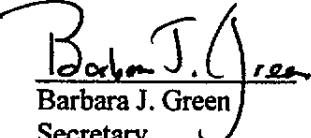
SECOND: The Amendment to the Articles of Incorporation of the Corporation as hereinabove set forth shall be effective as of 12:01 a.m. on the 24<sup>th</sup> day of April, 1998.

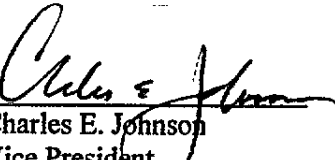
THIRD: The Amendment of the Articles of Incorporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, Templeton Vietnam Opportunities 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 are the act of the Corporation, that to the best of their knowledge, information and belief all matters and facts set forth herein relating to the authorization and approval of the Articles are true in all material respects and that this statement is made under the penalty of perjury.

ATTEST:

TEMPLETON VIETNAM OPPORTUNITIES FUND, INC.

  
Barbara J. Green  
Secretary

By:   
Charles E. Johnson  
Vice President

DATED: April 23, 1998