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May 08 1997 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



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

DOCUMENT # **G80418** (8)

1. Corporation Name  
**TEMPLETON FUNDS ANNUITY COMPANY**



Principal Place of Business  
**700 CENTRAL AVENUE  
ST. PETERSBURG FL 33701-3628**

Mailing Address  
**700 CENTRAL AVENUE  
ST. PETERSBURG FL 33701-3628**

3. Date Incorporated or Qualified  
**01/25/1984**

3a. Date of Last Report  
**05/01/1996**

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	4. FEI Number <b>59-2378916</b>	Applied For Not Applicable
		5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**STOUTAMIRE, ELLEN F  
700 CENTRAL AVENUE  
ST. PETERSBURG FL 33701-3628**

(new reg. agent previously submitted & acknowledged)

10. Name and Address of New Registered Agent

81 Name  
**Bob Smith**

82 Street Address (P.O. Box Number is Not Acceptable)  
**700 Central Avenue**

83

84 City  
**St. Petersburg**

85 Zip Code  
**FL 33701-3628**

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating 05/19/97--01/22/98)

**700002183237**

12. OFFICERS AND DIRECTORS		13. ADDITIONAL CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE <b>AS</b>	<input checked="" type="checkbox"/> DELETE	1.1 TITLE <b>AS</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME <b>PARKS, SUSAN C</b>		1.2 NAME <b>Jensen, Mark C.</b>	
STREET ADDRESS <b>700 CENTRAL AVE.</b>		1.3 STREET ADDRESS <b>777 Mariners Island Blvd.</b>	
CITY-ST-ZIP <b>ST. PETERSBURG FL 33701</b>		1.4 CITY-ST-ZIP <b>San Mateo, CA 94404</b>	
TITLE <b>PD</b>	<input type="checkbox"/> DELETE	2.1 TITLE <b>Ch</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME <b>AUSTIN, RICHARD P. (CEO)</b>		2.2 NAME <b>Banzhof, Thomas C.</b>	
STREET ADDRESS <b>700 CENTRAL AVE</b>		2.3 STREET ADDRESS <b>777 Mariners Island Blvd.</b>	
CITY-ST-ZIP <b>ST. PETERSBURG FL 33701-3628</b>		2.4 CITY-ST-ZIP <b>San Mateo, CA 94404</b>	
TITLE <b>D</b>	<input type="checkbox"/> DELETE	3.1 TITLE <b>D</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME <b>WATSON, THOMAS A.</b>		3.2 NAME <b>Watson, Thomas A.</b>	
STREET ADDRESS <b>3390 W. MARITANA DR #2</b>		3.3 STREET ADDRESS <b>4971 Bacopa Lane, South</b>	
CITY-ST-ZIP <b>ST. PETERSBURG BCH FL 33706</b>		3.4 CITY-ST-ZIP <b>St. Petersburg, FL 33715</b>	
TITLE <b>EVSD</b>	<input checked="" type="checkbox"/> DELETE	4.1 TITLE <b>S</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME <b>MISTELE, THOMAS M.</b>		4.2 NAME <b>Skidmore, Karen L.</b>	
STREET ADDRESS <b>700 CENTRAL AVE.</b>		4.3 STREET ADDRESS <b>777 Mariners Island Blvd.</b>	
CITY-ST-ZIP <b>ST. PETERSBURG FL 33701-3628</b>		4.4 CITY-ST-ZIP <b>San Mateo, CA 94404</b>	
TITLE <b>D</b>	<input type="checkbox"/> DELETE	5.1 TITLE <b>D/VC</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME <b>ADCOCK, LOUIE N., JR.</b>		5.2 NAME <b>Campbell, Gordon W.</b>	
STREET ADDRESS <b>100 2ND AVENUE SOUTH</b>		5.3 STREET ADDRESS <b>2000 Bayview Dr.</b>	
CITY-ST-ZIP <b>ST. PETERSBURG FL 33701</b>		5.4 CITY-ST-ZIP <b>Tierra Verde, FL 33715</b>	
TITLE <b>D</b>	<input type="checkbox"/> DELETE	6.1 TITLE <b>T</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME <b>FLANAGAN, MARTIN L.</b>		6.2 NAME <b>Flanagan, Martin L.</b>	
STREET ADDRESS <b>777 MARINERS ISLAND BLVD.</b>		6.3 STREET ADDRESS <b>777 Mariners Island Blvd.</b>	
CITY-ST-ZIP <b>SAN MATEO, CA 94404</b>		6.4 CITY-ST-ZIP <b>San Mateo, CA 94404</b>	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 118.07(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: **Sandra B. Mortham** 4-29-97 800-237-0738

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)