

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

**FILED**  
**Mar 26 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # G80418 (8)**

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

Principal Place of Business <b>700 CENTRAL AVENUE                  ST. PETERSBURG FL 33701-3628</b>	Mailing Address <b>700 CENTRAL AVENUE                  ST. PETERSBURG FL 33701-3628</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 <b>100 FOUNTAIN PARKWAY</b> Suite, Apt. #, etc. 22	2a. Mailing Address 26 <b>P.O. Box 33030</b> Suite, Apt. #, etc. 27	23 <b>ST. PETERSBURG, FL</b> City & State Zip Country 24 <b>33716</b> 25	28 <b>ST. PETERSBURG, FL</b> City & State Zip Country 29 <b>33733</b> 30
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3. Date Incorporated or Qualified <b>01/25/1984</b>	4. FEI Number <b>59-2378916</b>	Applied For <input type="checkbox"/> Not Applicable
6. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

9. Name and Address of Current Registered Agent

**SMITH, ROBERT W III**  
**700 CENTRAL AVENUE**  
**ST. PETERSBURG FL 33701-3628**

10. Name and Address of New Registered Agent

81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	<b>100 FOUNTAIN PARKWAY</b>
83	
84 City	<b>FL</b>
85 Zip Code	<b>33716</b>

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 reinstating) \_\_\_\_\_ DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS

TITLE	<b>AS</b>	<input type="checkbox"/> DELETE
NAME	<b>JENSEN, MARK C</b>	
STREET ADDRESS	<b>777 MARINERS ISLAND BLVD</b>	
CITY-ST-ZIP	<b>SAN MATEO CA 94404</b>	
TITLE	<b>PD</b>	<input type="checkbox"/> DELETE
NAME	<b>AUSTIN, RICHARD P. (CEO)</b>	
STREET ADDRESS	<b>700 CENTRAL AVE</b>	
CITY-ST-ZIP	<b>ST. PETERSBURG FL 33701-3628</b>	
TITLE	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>WATSON, THOMAS A.</b>	
STREET ADDRESS	<b>3390 W. MARITANA DR #2</b>	
CITY-ST-ZIP	<b>ST. PETERSBURG BCH FL 33706</b>	
TITLE	<b>DVC</b>	<input type="checkbox"/> DELETE
NAME	<b>CAMPBELL, GORDON W</b>	
STREET ADDRESS	<b>2000 BAYVIEW DRIVE</b>	
CITY-ST-ZIP	<b>TIERRA VERDE FL 33715</b>	
TITLE	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>ADCOCK, LOUIE N., JR.</b>	
STREET ADDRESS	<b>100 2ND AVENUE SOUTH</b>	
CITY-ST-ZIP	<b>ST. PETERSBURG FL 33701</b>	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	<b>100 FOUNTAIN PARKWAY</b>
2.4 CITY-ST-ZIP	<b>ST. PETERSBURG, FL 33716-1205</b>
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	<b>4971 BACOPA LANE, S.</b>
3.4 CITY-ST-ZIP	<b>ST. PETERSBURG, FL 33715</b>
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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: *[Signature]* **DAVID J. DOBIN** 813-299-7223

CR2E034 (10/97)