

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

**PROFIT CORPORATION
 ANNUAL REPORT
 1997**



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

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

97 JUL 30 PM 1:52

DOCUMENT # L96530 (5)
 1. Corporation Name
FRANKLIN ASSET MANAGEMENT COMPANY, INC.



Principal Place of Business
**2509 PLANTSIDE DRIVE
 LOUISVILLE KY 40299**

Mailing Address
**2509 PLANTSIDE DRIVE
 LOUISVILLE KY 40299**

DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 08/03/1990	3a. Date of Last Report 02/13/1996
4. FEI Number 61-0959078	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input 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 type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name **SANDY CROMBIE**
 82 Street Address (P.O. Box Number is Not Acceptable)
37 BROOK CIRCLE
 83
 84 City **LEESBURG, FL** 85 Zip Code **34748**

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 *Sandy Crombie, President*
Signature, typed or printed name of registered agent and title if applicable

7/24/97
(NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	CROMBIE, SANDY	
STREET ADDRESS	2509 PLANTSIDE DR.	
CITY-ST-ZIP	LOUISVILLE KY	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	300002256583	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	-08/04/97--01106--020	
1.3 STREET ADDRESS	****165.00 ****165.00	
1.4 CITY-ST-ZIP		
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
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		

Dec 8/1

14. I do 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: *Sandy Crombie, President*

7-24-97 502691-2477

CR2E034 (4/97)