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May 06 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P18576 (9)
1. Corporation Name
TEMPLETON EMERGING MARKETS FUND, INC.



Principal Place of Business
600 E. BROWARD BLVD.
FT. LAUDERDALE FL 33394

Mailing Address
500 E. BROWARD BLVD.
FT. LAUDERDALE FL 33394-3002

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21 SAME		26 SAME		03/28/1988		05/01/1996	
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		4. FEI Number		Applied For	
23 City & State		28 City & State		59-2767040		Not Applicable	
24 Zip		29 Zip		5. Certificate of Status Desired		X \$8.75 Additional Fee Required	
Country		Country		6. Election Campaign Financing		Trust Fund Contribution	
25		30		7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes		Yes No	

9. Name and Address of Current Registered Agent

MISTELE, THOMAS M.
700 CENTRAL AVE.
ST. PETERSBURG FL 33701-3628

10. Name and Address of New Registered Agent

81 Name
Barbara J. Green
82 Street Address (P.O. Box Number is Not Acceptable)
500 E. Broward Blvd.
83 Suite 2100
84 City
Ft. Lauderdale
85 Zip Code
FL 33394

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 Barbara J. Green SECRETARY 4/25/97
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	
NAME	MOBIUS, J. MARK	1.2 NAME	
STREET ADDRESS	TWO EXCHANGE SQUARE	1.3 STREET ADDRESS	
CITY-ST-ZIP	HONG KONG	1.4 CITY-ST-ZIP	
TITLE	VCD	2.1 TITLE	
NAME	JOHNSON, CHARLES B	2.2 NAME	
STREET ADDRESS	777 MARINERS ISLAND BLVD	2.3 STREET ADDRESS	
CITY-ST-ZIP	SAN MATEO CA 94404-1585	2.4 CITY-ST-ZIP	
TITLE	VD	3.1 TITLE	
NAME	BURNS, HARMON E	3.2 NAME	
STREET ADDRESS	777 MARINERS ISLAND BLVD	3.3 STREET ADDRESS	
CITY-ST-ZIP	SAN MATEO CA 94404-1585	3.4 CITY-ST-ZIP	
TITLE	V	4.1 TITLE	
NAME	HOLOWESKO, MARK G.	4.2 NAME	
STREET ADDRESS	P.O. BOX N-7759 LAYFORD CAY N/A	4.3 STREET ADDRESS	
CITY-ST-ZIP	NASSAU, BAHAMAS	4.4 CITY-ST-ZIP	
TITLE	S	5.1 TITLE	
NAME	MISTELE, THOMAS M.	5.2 NAME	
STREET ADDRESS	700 CENTRAL AVE.	5.3 STREET ADDRESS	
CITY-ST-ZIP	ST. PETERSBURG FL 33701-3628	5.4 CITY-ST-ZIP	
TITLE	V	6.1 TITLE	
NAME	FLANAGAN, MARTIN L	6.2 NAME	
STREET ADDRESS	777 MARINERS ISLAND BLVD.	6.3 STREET ADDRESS	
CITY-ST-ZIP	SAN MATEO CA 94404-1585	6.4 CITY-ST-ZIP	

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 Barbara J. Green 4/25/97 (056) 527-7577

CR2E034 (9/96)

TEMPLETON EMERGING MARKETS 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>
D	Holiday, Edith E.	3239 38th Street, N.W. Washington, DC 20016
T	Baio, James R.	500 E. Broward Blvd. Ft. Lauderdale, FL 33394
AS	Steele, Jeffrey L.	1500 K Street N.W. Washington, D.C. 20005
D	Hines, Andrew H., Jr.	150 2nd Avenue N., Ste 1170 St. Petersburg, FL 33701
D	Krahmer, Betty P.	2201 Kentmere Parkway Wilmington, DE 19806
D	Millsaps, Fred R.	2665 NE 37th Drive Ft. Laud., FL 33308
D	Fortunato, S. Joseph	200 Campus Drive Florham Park, NJ 07932
D	Macklin, Gordon S.	8212 Burning Tree Road Bethesda, MD 20817
V	Kay, John R.	500 E. Broward Blvd. Ft. Lauderdale, FL 33394
D	Ashton, Harris J.	Metro Center One Station Place Stamford, CT 06904
D	Brady, Nicholas F.	The Bullitt House 102 E. Dover Street Easton, MD 21601
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 33701
V	Gatzek, Deborah, R.	777 Mariners Island Blvd. San Mateo, CA 94404-1585
V	Knoblock, Elizabeth M.	500 E. Broward Blvd. Ft. Lauderdale, FL 33701

TEMPLETON EMERGING MARKETS 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>
S	Green, Barbara J.	500 E. Broward Blvd. Ft. Lauderdale, FL 33701
A/T	DeBellis, Karen P.	700 Central Avenue St. Petersburg, FL 33701