

P 98000078104

(Requestor's Name)

(Address)

(Address)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TS 10/14/04

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: FRANKLIN RESOURCES, INC.
(Name of Corporation)

DOCUMENT NUMBER: P98000078104

The enclosed Officer/Director Resignation for a Corporation and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MARC PUTTERMAN
(Name of Person)

FRANKLIN RESOURCES, INC
(Name of Firm/Company)

4521 P.G.A. BLVD #185
(Address)

PALM BEACH GARDENS, FL 33418
(City/State and Zip Code)

For further information concerning this matter, please call:

MARC PUTTERMAN at (786) 282-9300
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for \$35.00 made payable to the Florida Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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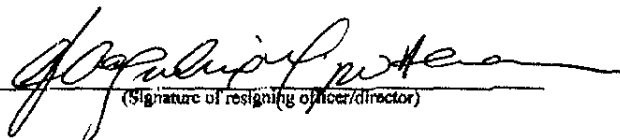
CLERK OF STATE
TALLAHASSEE, FLORIDA

**OFFICER / DIRECTOR RESIGNATION
FOR A CORPORATION**

IRACQUEL M. PUTTOMAN, hereby resign as VICE PRESIDENT & TREASURER
(Title)

of FRANKLIN RESOURCES, INC.
(Name of Corporation)

_____, a corporation organized under the laws of the State of
(Document Number, if known)
FLORIDA


(Signature of resigning officer/director)

FILING FEE IS \$35.00

Make checks payable to Florida Department of State and mail to:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314