

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

FILED
May 01 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F92000000965 (5)
 1. Corporation Name
NATIONAL AUTO/TRUCKSTOPS, INC.



Principal Place of Business 24801 CENTER RIDGE RD STE 300 WESTLAKE OH 44145-5634 US	Mailing Address 24801 CENTER RIDGE RD STE 300 WESTLAKE OH 44145-5634 US
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DO NOT WRITE IN THIS SPACE
 3. Date Incorporated or Qualified
12/30/1992

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
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4. FEI Number 36-3853982	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
**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KUHN, EDWIN P	1.2 NAME	
STREET ADDRESS	24801 CENTER RIDGE RD, STE 300	1.3 STREET ADDRESS	
CITY - ST - ZIP	WESTLAKE OH	1.4 CITY - ST - ZIP	
TITLE	VP <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HINDERLITER, MICHAEL H	2.2 NAME	
STREET ADDRESS	24801 CENTER RIDGE RD, STE 300	2.3 STREET ADDRESS	
CITY - ST - ZIP	WESTLAKE OH	2.4 CITY - ST - ZIP	
TITLE	VPS <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BLACKSTOCK, JAMES F	3.2 NAME	
STREET ADDRESS	3100 WEST END AVE / STE - 200	3.3 STREET ADDRESS	
CITY - ST - ZIP	NASHVILLE TN	3.4 CITY - ST - ZIP	
TITLE	CFOT <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GEORGE, JAMES W	4.2 NAME	
STREET ADDRESS	24801 CENTER RIDGE RD, STE 300	4.3 STREET ADDRESS	
CITY - ST - ZIP	WESTLAKE OH	4.4 CITY - ST - ZIP	
TITLE	VP <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DOANE, TIMOTHY L	5.2 NAME	
STREET ADDRESS	24801 CENTER RIDGE RD, STE 300	5.3 STREET ADDRESS	
CITY - ST - ZIP	WESTLAKE OH	5.4 CITY - ST - ZIP	
TITLE	VP <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DONNER, KENNETH E	6.2 NAME	
STREET ADDRESS	3100 WEST END AVE / STE - 200	6.3 STREET ADDRESS	
CITY - ST - ZIP	NASHVILLE TN	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 in an attachment with an address.

SIGNATURE: James W. George SR VP & CFO 4/24/98 (440) 808-3002

CR2E034 (10/97)

National Auto/Truckstops, Inc.

Officers & Directors as of May 1, 1997

Title	Name / SS#	Business Address	Residence	Term of Office Expires
President, C.E.O, & Director	Edwin P. Kuhn 456-72-4616	24601 Center Ridge Road Suite 300 Westlake, OH 44145-5634	35280 Shadowbrook Dr. Solon, OH 44139	4/7/1998 *
Sr. Vice Pres. & C.F.O.	James W. George 186-42-3778	24601 Center Ridge Road Suite 300 Westlake, OH 44145-5634	32380 Stoneybrook Dr. Avon Lake, OH 44012	4/7/1998 *
Sr. Vice Pres.	Michael H. Hinderliter 281-46-9236	24601 Center Ridge Road Suite 300 Westlake, OH 44145-5634	3955 Deepwoods Way N. Olmstead, OH 44070	4/7/1998 *
Sr. Vice Pres.	Timothy L. Doane 275-58-7178	24601 Center Ridge Road Suite 300 Westlake, OH 44145-5634	17852 Lake Ave. Lakewood, OH 44107	4/7/1998 *
Director	Robert B. Calhoun Jr. 002-32-4222	The Clipper Group 650 Madison Ave. - 9th Floor New York, NY 10022	205 Round Hill Rd. Greenwich, CT 06831	4/7/1998 *
Director	Margaret M. Eisen 025-44-4024	General Motors Investment Management Corp. GM Bldg. 767 Fifth Ave. New York, NY 10153	127 Stephan Mather Rd. Darien, CT 06820	4/7/1998 *
Director	Eugene P. Lynch 335-60-2808	The Clipper Group 650 Madison Ave. - 9th Floor New York, NY 10022	62 Apawamis Ave. Rye, NY 10580	4/7/1998 *
Director	Louis J. Mischianti 159-48-0250	Olympus Private Placement Fund, Metro Center One Station Place Stamford, CT 06902	22 Pecksland Rd. Greenwich, CT 06831	4/7/1998 *
Director	Walter E. Smith 263-56-8256	#1, Knob Hill Road Glenville, NC 28736	4555 4th St. Vero Beach, FL 32960	4/7/1998 *
Director	Rolf H. Towe 045-30-3454	The Clipper Group 650 Madison Ave. - 9th Floor New York, NY 10022	63 Rockwood Lane Greenwich, CT 06830	4/7/1998 *

* Perpetual or until removed.