

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 # F94000002292 (0)
1. Corporation Name
TA OPERATING CORPORATION



Principal Place of Business 24801 CENTER RIDGE, SUITE 300 WESTLAK OH 44145	Mailing Address 24801 CENTER RIDGE, SUITE 300 WESTLAK OH 44145
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29		3. Date Incorporated or Qualified 05/03/1994	
4. FEI Number 34-1747077		Applied For 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		7. 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 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 FL 85 Zip Code	
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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 re-registering) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P KUH, EDWIN P 24801 CENTER RIDGE RD WESTLAKE OH	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	V GEORGE, JAMES W 24801 CENTER RIDGE RD WESTLAKE OH	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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: James W. George SR VP & CFO 4/23/98 (440) 808-3002

CR2E034 (10/97)

TA Operating Corporation d.b.a.



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.