

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

FILED
May 10, 1999 8:00 am
Secretary of State

05-10-1999 90191 002 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F94000002292

1. Corporation Name
TA OPERATING CORPORATION



Principal Place of Business
**24601 CENTER RIDGE, SUITE 300
 WESTLAK D OH 44145**

Mailing Address
**24601 CENTER RIDGE, SUITE 300
 WESTLAK D OH 44145**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
05/03/1994

4. FEI Number
34-1747077

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution **\$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

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

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

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	24601 CENTER RIDGE RD	1.3 STREET ADDRESS	
CITY-ST-ZIP	WESTLAKE OH	1.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GEORGE, JAMES W	2.2 NAME	
STREET ADDRESS	24601 CENTER RIDGE RD	2.3 STREET ADDRESS	
CITY-ST-ZIP	WESTLAKE OH	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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 in an attachment with an address, with all other like empowered.

SIGNATURE: *James W. George* Date: 4/27/99 Daytime Phone #: (440) 808-3040

CR2E034 (1/198)



TravelCenters of America

535334-90/91-2

Officers & Directors as of May 7, 1998

#F94 000002292

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	May, 1999 *
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	May, 1999 *
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	May, 1999 *
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	May, 1999 *
Vice Pres. & Gen. Council	Steven C. Lee 302-58-5340	24601 Center Ridge Road Suite 300 Westlake, OH 44145-5634	30455 Timber Lane Bay Village, OH 44140	May, 1999 *
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	May, 1999 *
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	May, 1999 *
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	May, 1999 *
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	May, 1999 *
Director	Harrison T. (Hubb) Bubb 299-34-7831	57 York Drive Hudson, OH 44236	57 York Drive Hudson, OH 44236	May, 1999 *
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	May, 1999 *

* Perpetual or until removed.