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To the Honorable Commissioner of Patents and Trademarks. Please reco.

eof.

<p>1. Name of conveying party(ies): Travel Ports of America, Inc. </p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/>  <input type="checkbox"/> General Partnership <input type="checkbox"/>  <input checked="" type="checkbox"/> Corporation-State of New Y <span style="margin-left: 100px;">10-04-1999</span>  <input type="checkbox"/> Other _____ <span style="margin-left: 100px;">U.S. Patent &amp; TMOfo/TM Mail Rcpt Dt. #31</span></p> <p>Additional names of conveying party(ies) attached?  <input type="checkbox"/> yes <input checked="" type="checkbox"/> no</p>	<p>2. Name and address of receiving party(ies): Name: <u>TA Operating Corporation</u> Internal Address: <u>10-4-99</u></p> <p>Street Address: 24601 Center Ridge Road, Suite 200 City <u>Westlake</u> State <u>Ohio</u> Zip: <u>44145-5634</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State of <u>Delaware</u>  <input type="checkbox"/> Other _____</p> <p>Additional name(s) &amp; address(es) attached? <input type="checkbox"/> yes <input checked="" type="checkbox"/> no</p>
<p>3. Nature of Conveyance</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: _____</p>	
<p>4. Application number(s) or patent number(s):</p> <p>A. Trademark Application No(s): 75/282,268 75/579,992</p> <p>B. Trademark Registration No(s):</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed</p> <p>Jeanne E. Longmuir, Esq. Calfee, Halter &amp; Griswold LLP 800 Superior Avenue - Suite 1400 Cleveland, Ohio 44114-2688</p> <p>CERTIFICATE OF MAILING Date: <u>9/30/99</u></p> <p>I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope with sufficient postage addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Va., 22202-3513.</p> <p><u>JACQUELINE K BOZIK</u> (Typed or Printed Name) <u>Jacqueline K Bozik</u> (Signature)</p>	<p>6. Total number of applications and registrations involved: _____</p> <p>7. Total fee (37 CFR 3.41): <u>\$65.00</u></p> <p><input checked="" type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account  <input type="checkbox"/> Total Fee Due  <input checked="" type="checkbox"/> Any deficiencies in the enclosed fees.</p> <p>8. Deposit account number: <u>03-0172</u>  <input checked="" type="checkbox"/> The Commissioner is hereby authorized to charge our deposit account for any deficiencies in the enclosed fees.</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
<p style="text-align: center;">DO NOT USE THIS SPACE</p>	
<p>9. Statement and signature: <u>40.00 OP</u>  <u>25.00 DP</u>  To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</p> <p>Jeanne E. Longmuir Name of Person Signing</p> <p><u>Jef</u> Signature</p>	<p>Date: <u>9/30/99</u></p> <p>Total number of pages comprising transmittal: _____</p>

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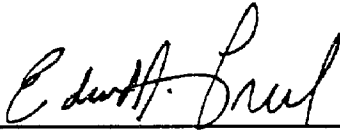
*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TRAVEL PORTS OF AMERICA, INC.", A NEW YORK CORPORATION, WITH AND INTO "TA OPERATING CORPORATION" UNDER THE NAME OF "TA OPERATING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF JUNE, A.D. 1999, AT 9 O'CLOCK A.M.



  
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Edward J. Freel, Secretary of State

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AUTHENTICATION: 9980806

991394011

DATE: 09-21-99

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REEL: 001972 FRAME: 0343

CERTIFICATE OF MERGER  
OF  
TRAVEL PORTS OF AMERICA, INC.  
AND  
TA OPERATING CORPORATION


It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
  - (i) Travel Ports of America, Inc., which is incorporated under the laws of the State of New York; and
  - (ii) TA Operating Corporation, which is incorporated under the laws of the State of Delaware.
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Travel Ports of America, Inc. in accordance with the laws of the State of its incorporation and by TA Operating Corporation in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation in the merger herein certified is TA Operating Corporation, which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation of TA Operating Corporation as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.
5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows: 24601 Center Ridge Road, Suite 200, Westlake, Ohio 44145-5634.
6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of Travel Ports of America, Inc. consists of 10,000,000 common shares, par value of \$.01 per share, and 1,000 preferred shares, par value \$.01 per share.

June 3, 1999

TA OPERATING CORPORATION

By:   
Edwin P. Kuhn, President and Chief Executive  
Officer