

04-18-2000

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To the Honorable Commissioner of Patents and

you are attached the original documents or copy thereof.

<p>1. Name of conveying party(ies): <u>Travel Port Systems, Inc.</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other _____</p> <p>Additional names of conveying party(ies) attached? <input type="checkbox"/> yes <input checked="" type="checkbox"/> no</p> <p>3. Nature of Conveyance <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>January 17, 2000</u></p>	<p>2. Name and address of receiving party(ies): <u>TA Licensing, Inc.</u></p> <p>Internal Address: _____ Street Address: _____ <u>103 Foulk Road, Suite 200</u> City <u>Wilmington</u> State <u>Delaware</u> Zip: <u>19803</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 <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> yes <input checked="" type="checkbox"/> no</p>
<p>4. Application number(s) or patent number(s): SEE EXHIBIT A</p> <p>A. Trademark Application No(s): _____ ; B. Trademark Registration No(s): _____</p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p><u>George R. Hoskins, Esq.</u> <u>Calfee, Halter & Griswold LLP</u> <u>800 Superior Avenue - Suite 1400</u> <u>Cleveland, Ohio 44114-2688</u></p> <p>CERTIFICATE OF MAILING Date: <u>March 13, 2000</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: Commissioner of Patents and Trademarks, BOX ASSIGNMENTS, Washington, DC 20231.</p> <p><u>DENISE DUMMEYER</u> (Typed or Printed Name) <u>D Denise D Meyer</u> (Signature)</p>	<p>6. Total number of applications and registrations involved <u>30</u></p> <p>7. Total fee (37 CFR 3.41): \$ <u>765.00</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>DO NOT USE THIS SPACE</p>	
<p>9. Statement and signature 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><u>George R. Hoskins</u> <u>March 13, 2000</u> Name of Person Signing Signature Date</p> <p>Total number of pages comprising transmittal: <u>1</u></p>	

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02 FC:482 725.00 OP

EXHIBIT A

<u>Mark</u>	<u>Serial No.</u>	<u>Registration No.</u>
B BAR B RANCH (Stylized)	73/376,208	1,241,636
BUCKHORN FAMILY RESTAURANT	75/282,268	n/a
BURNSAHOL	73/320,886	1,194,181
COUNTRY PRIDE	538,533	1,497,166
COUNTRY PRIDE & DESIGN	74/405,058	1,962,627
DIGGER O'DELL'S	73/320,960	1,236,806
EXPRESS LANE	74/263,602	1,796,524
EZ PAY	75/579,992	n/a
KING OF THE ROAD	73/466,430	1,379,114
LOYAL FUELER	74/612,537	2,000,692
MRS. B'S	74/231,573	1,780,908
POW-R-SURGE	73/332,240	1,253,361
PRONTO! PAY	75/250,707	n/a
ROAD KING	72/185,935	781,013
ROAD KING DRIVER'S CLUB	73/466,674	1,369,595
SERVICE MAKES THE DIFFERENCE. OURS IS GUARANTEED	75/227,745	2,203,232
SUPER CLEAR	74/721,972	2,106,032

Mark	Serial No.	Registration No.
TA AND DESIGN	73/191.385	1,167,657
TA AND DESIGN	73/694.076	1,490,220
TA EXPRESS	74/466.119	1,917,096
TA TRAVEL CENTER AND DESIGN	75/345.368	n/a
TA TRAVELCENTERS OF AMERICA	75/345.369	n/a
TABB	74/627.844	2,201,614
TABB LOYAL FUELER	74/627.843	2,046,411
TRAVEL BANK	74/451.977	1,912,741
TRAVELBANK AND DESIGN	74/463.925	2,012,224
TRAVELPORT	74/160.181	1,779,390
TRAVELPORT EXPRESS	74/647.508	2,032,834
TRUCKERS BI END	73/826.859	1,609,977
TRUCKSTOPS OF AMERICA	73/072.141	1,061,848

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "TA LICENSING, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "TRAVEL PORT SYSTEMS, INC." TO "TA LICENSING, INC.", FILED THE NINETEENTH DAY OF JANUARY, A.D. 2000, AT 9:14 O'CLOCK A.M.



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001072808

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0257827
DATE: 02-15-00

TRADEMARK
REEL: 002061 FRAME: 0701

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
TRAVEL PORT SYSTEMS, INC.**

The undersigned, by and on behalf of Travel Port Systems, Inc., (the "Corporation"), hereby certifies that (i) the Corporation was originally incorporated under the laws of the state of Delaware on December 29, 1997, under the name "Travel Port Limited Partner, Inc."; (ii) the Corporation desires to amend and restate its Certificate of Incorporation in the manner set forth below; (iii) a majority of the Board of Directors has adopted the amendments to the Certificate of Incorporation of the Corporation set forth below at a meeting duly held on December 20, 1999, and proposed the same amendments to the sole Stockholder for approval; (iv) the sole Stockholder approved the same amendments by its unanimous vote taken at a meeting duly held on December 20, 1999; and (v) this Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of §242 and §245 of the General Corporation Law of Delaware.

FIRST: The name of the corporation is TA Licensing, Inc.

SECOND: The corporation's registered office in the State of Delaware is located at Suite 200, 103 Foulk Road, County of New Castle, Wilmington, Delaware, 19803. The registered agent at that address is Entity Services Group, LLC.

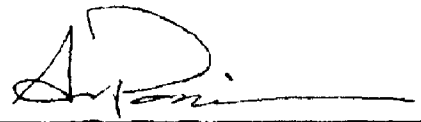
THIRD: The purpose of the corporation is to engage in any lawful act or activity in which a corporation organized under the General Corporation Law of Delaware may engage; provided, however, that the corporation shall engage in no activity other than the maintenance and management of intangible investments and the collection and distribution of the income from such intangible investments and from tangible property physically located outside of the State of Delaware.

FOURTH: The corporation shall have the authority to issue One Thousand (1,000) shares of common stock, having a par value of One Cent (\$.01) per share.

FIFTH: No Director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of a fiduciary duty as a Director, provided that this provision shall not eliminate or limit the liability of a Director (i) for any breach of the Director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of the General Corporation Law of Delaware (relating to unlawful dividends, stock purchases and redemptions); or (iv) for any transaction from which the Director derived an improper personal benefit.

- SIXTH:** Each Director, officer, employee and agent of the corporation shall be indemnified and held harmless by the corporation to the fullest extent authorized by the General Corporation Law of Delaware, as currently in effect or as hereafter enacted.
- SEVENTH:** The business and affairs of the corporation shall be managed by and under the direction of the Board of Directors, the number of members of which shall be as set forth in the Bylaws of the corporation. Unless required by the Bylaws of the corporation, the Directors need not be elected by ballot.
- EIGHTH:** The books and records of the corporation physically shall be maintained in the State of Delaware.
- NINTH:** The Board of Directors is authorized and empowered to make, alter, amend and rescind any provision of the Bylaws of the corporation in the manner now or hereafter provided under the General Corporation Law of Delaware; but any provision of the Bylaws made by the Board of Directors may be altered or repealed, and new Bylaws made by the stockholders of the corporation.
- TENTH:** The corporation reserves the right to amend and repeal any provision of this Certificate of Incorporation in the manner now or hereafter provided under the General Corporation Law of Delaware.

The undersigned authorized officer of the Corporation, for the purpose of amending and restating the Certificate of Incorporation under the laws of the State of Delaware hereby sets his hand and seal hereunto this 17th day of January, 2000.



Name: Andrew Panaccione
Title: Secretary