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MERGER OR SHARE EXCHANGE

GTN SIMPLYFITT, INC.

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ARTICLES OF MERGER
of
SIMPLY FITT LLC, a Florida Limited Liability Corporation,
into
GTN SIMPLYFITT INC., a Florida Corporation

L03-41806
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ARTICLES OF MERGER between GTN SIMPLYFITT INC., a Florida corporation
("Parent") and SIMPLY FITT LLC, a Florida LLC ("Subsidiary").

Pursuant to s. 607.1105 of the Florida Business Corporation Act (the "Act") GTN
SIMPLYFITT INC. and SIMPLY FITT LLC adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated July 15, 2005 ("Plan of Merger"), between
GTN SIMPLYFITT INC. and SIMPLY FITT LLC was approved and adopted by the Unit Holders of
SIMPLY FITT LLC on July 7, 2005 and was adopted by the Board of Directors of GTN
SIMPLYFITT INC. on July 5, 2005, since shareholder approval of the Plan of Merger is not required
by the shareholders of GTN SIMPLYFITT INC. by s. 607.1103(7)/s. 607.1103(1) of the Act.

2. Pursuant to the Plan of Merger, all issued and outstanding Units of SIMPLY FITT
LLC will be acquired by means of a merger of SIMPLY FITT LLC into GTN SIMPLYFITT INC.
with GTN SIMPLYFITT INC. being the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully
set forth.

4. Pursuant to s. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the
Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 15th day of July, 2005

SIMPLY FITT LLC,
a Florida LLC

Michael Heilman

Michael Heilman, Managing Member

GTN SIMPLYFITT INC.,
a Florida corporation

Michael Heilman

Michael Heilman, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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File: GTN Articles of Merger SimplyFitt LLC into GTN SimplyFitt 7-15-05

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**SHORT FORM AGREEMENT
AND PLAN OF MERGER OF
SIMPLY FITT LLC, A FLORIDA LLC
INTO GTN SIMPLYFITT INC., A FLORIDA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER, dated July 15, 2005, made by and among GTN SIMPLYFITT INC., a Florida corporation ("Parent"), and SIMPLY FITT LLC, a Florida LLC ("Subsidiary") (collectively the "Constituent Corporations").

WITNESSETH:

WHEREAS, Subsidiary desires to merge with and into Parent, with Parent being the surviving corporation (the "Merger") on the terms, and subject to the conditions, set forth in this Plan of Merger (the "Plan"); and

WHEREAS, Parent owns one hundred percent of Subsidiary's outstanding Common Stock, and

WHEREAS, the Board of Directors of Parent has determined that it is advisable that Subsidiary be merged into Parent, on the terms and conditions set forth, in accordance with s. 607.1108 of the Florida Business Corporation Act (the "Act").

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

ARTICLE I

THE MERGER

1. The term "Effective Date" shall mean the date on which the Articles of Merger are filed with the Secretary of State of Florida.

2. On the Effective Date, Subsidiary shall be merged with and into Parent. The separate existence of Subsidiary shall cease at the Effective Date and the existence of Parent shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the laws of the state of Florida.

3. The Plan of Merger has been approved by the Directors of Parent in accordance with s. 607.1104 of the Act. Parent shall deliver notice of the Merger to the remaining unitholders of Subsidiary. Parent agrees not to file Articles of Merger with the Florida Secretary of State in accordance with the Act until at least 30 days after the notice is mailed (unless the remaining unitholders of Subsidiary waive such notice in writing).

ARTICLE II

EFFECTS OF THE MERGER

At the Effective Date, Parent shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of Subsidiary, and shall be responsible and liable for all liabilities and obligations of Subsidiary, all as more particularly set forth in s. 607.1106 of the Act.

ARTICLE III

TERMS OF THE TRANSACTION; CONVERSION OF AND PAYMENT FOR UNITS

The manner and basis of converting units of Subsidiary's Common Stock into shares of Parent Stock shall be as follows:

1. Each unit (3 units in total) of Subsidiary's common stock (the "Subsidiary Common Stock") issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the unitholders, be converted into same share(s) (3 shares in total) of the presently authorized and unissued shares of the common stock of Parent (the "Parent Common Stock"); provided that no fractional share of Parent Common Stock shall be issued or exchanged for units of Subsidiary Common Stock. Notwithstanding the foregoing, each unit of Subsidiary Common Stock held by Parent shall, by virtue of the Merger and without any action on the part of Parent, be cancelled simultaneously with the effectiveness of the Merger.

2. There are no former unitholders of Subsidiary Common Stock who would be entitled to receive fractional shares of Parent Common Stock on the Effective Date.

3. As soon as practicable after the Effective Date, a letter of transmittal providing instructions for surrendering certificates for cancellation and to be used for transmitting certificates for cancellation shall be delivered to all of the unitholders of Subsidiary.

ARTICLE IV

DISSENTERS' RIGHTS

Unitholders of Subsidiary who, except for the applicability of s. 607.1104(1)(a) of the Act which provides that a vote of the Parent's shareholders or Subsidiary's unitholders is not required to approve the Merger, would be entitled to vote on the Merger and who wish to dissent, are entitled, if the unitholder complies with the provisions of the Act regarding the rights of dissenting unitholders, to be paid the fair value of such unitholder's units.

ARTICLE V

ASSIGNMENT

If at any time Parent shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in Parent the title to any

property or rights of Subsidiary, or to otherwise carry out the provisions of this Plan, the proper officers and directors of Subsidiary as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in Parent.

ARTICLE VI

EXPENSES

Parent shall pay all expenses of accomplishing the Merger.

ARTICLE VII

AMENDMENT

At any time before the filing with the Florida Secretary of State of the Articles of Merger to be filed in connection with this Plan, the Directors of Parent may amend this Plan. If the Articles of Merger already have been filed with the Secretary of State, amended Articles of Merger shall be filed with the Secretary of State, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE VIII

TERMINATION

If for any reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of Parent, this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of Parent. Upon termination as provided in this Plan, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination of this Plan on the part of Parent or Subsidiary, or their directors, officers, employees, agents, unitholders, or shareholders.

IN WITNESS WHEREOF, the parties have set their hands this 15th day of July, 2005

PARENT: GTN SIMPLYFITT INC.
a Florida corporation

By: Michael D. Heilman
Michael Heilman, President

SUBSIDIARY: SIMPLY FITT LLC
a Florida LLC

By: Michael D. Heilman
Michael Heilman, Managing Member