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Monica R. Borne
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June 9, 1999

VIA AIRBORNE EXPRESS

Florida Public Service Commission
Capital Circle Office Center
2540 Shumard Oak Blvd
Tallahassee, Florida 32399-0850

JUN 10 1999

Re: Notification by Axces, Inc. and Gemini II, Inc. of Agreement and Plan of Reorganization

Dear Sir/Madam:

On behalf of Axces, Inc. ("Axces") and Gemini II, Inc. ("Gemini"), this letter is to advise the Commission of an Agreement and Plan of Reorganization (the "Agreement") whereby Axces will merge with and into Axces Acquisition Corp. ("Merger Sub" or the "Surviving Corporation"), a wholly owned subsidiary of Gemini II, Inc. ("Gemini"). The parties are forwarding this letter to the Commission for informational purposes, to be included in the appropriate files. Absent receipt of written notification to the contrary within thirty (30) days from the date of this letter, we will proceed on our understanding that no approval or other formal action is required by the Commission prior to consummation of the proposed transaction.

As described herein, the merger will result in the acquisition by Gemini of all of the outstanding and issued shares of Axces common stock for equitable consideration. After the transaction, the Surviving Corporation will bear the Axces name and will continue to operate, in all material respects, as Axces currently operates. The present technical, managerial and financial personnel of Axces will be the technical, managerial and financial personnel of the Surviving Corporation after this transaction. The present officers of Axces will be the officers of Surviving Corporation after the transaction. The Surviving Corporation will continue to provide service under Axces' present operating authorities, certifications and tariffs.

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The proposed Agreement will be beneficial to the involved companies as well as their customers, primarily due to the enhanced overall financial strength of the combined companies which will result from the transaction. The customers of Axces will continue to receive the same high quality service presently rendered to them.

Axces is a privately held Texas corporation with principal offices located at 2500 Wilcrest, Suite 540, Houston, Texas 77042. Axces is a non-dominant carrier that resells domestic interstate and international long distance service purchased from various facilities based carriers. Axces is authorized by the FCC to provide international services as a non-dominant carrier and intrastate service, pursuant to certification, registration or tariff requirements, or on an unregulated basis, in eighteen (18) states. Axces is a certificated carrier in this State.¹

Gemini² is a privately held Delaware corporation with principal offices located at 1770 Motor Parkway, Suite 300, Hauppauge, New York 11788. Gemini is a holding company which does not directly offer long distance telecommunications services, but rather owns and operates, and is in the process of acquiring, wholly owned subsidiaries which offer such services. The Surviving Corporation is a wholly owned subsidiary of Gemini and is a corporation organized under the laws of the State of Delaware.

Applicant proposes the following

1. Axces will merge with and into Merger Sub which is a wholly owned subsidiary of Gemini.
2. The merger will result in the acquisition by Gemini of all of the outstanding and issued shares of Axces common stock for equitable consideration.

¹ In this State, Axces provides intrastate telecommunications services pursuant to authorization granted in Application for Certificate to Provide Interexchange Telecommunications Service by Axces, Inc. d/b/a Axces of Delaware, Inc., Docket No. 960748-TI, 7/20/96.

² Upon consummation of the transaction described herein, Gemini will change its name to OmniLynx Communications Corporation and effect a public offering of its shares of common stock.

Gemini II, Inc. is also a party to a Transfer of Control of Arc Networks, Inc. to Technology Acquisitions, Ltd. from Gemini II, Inc., an application for which was filed with the Commission on 4/28/99 in Docket No. 990528-TP.

3. The Surviving Corporation will bear the Axces name and will continue to operate, in all material respects, as Axces currently operates.
4. The Surviving Corporation shall continue to operate as a regulated entity pursuant to Axces' present certifications, registrations, tariff requirements and rate structures, or on an unregulated basis, as provided by and pursuant to applicable law.
5. The technical, managerial and financial personnel of Axces will be the technical, managerial and financial personnel of the Surviving Corporation after the transaction.

Critical to the proposed Agreement is the need to ensure the continuation of high quality service to all customers currently served by Axces. The Merger will serve the public interest for the following reasons:

1. It will enable the Surviving Corporation to operate with a more streamlined and efficient level of service for all customers of Axces and will enhance the operating efficiencies, including market efficiencies, of the Surviving Corporation as successor to Axces.
2. It will allow the Surviving Corporation to realize cost savings from volume discounts on the purchase of underlying services, thereby strengthening its position in the telecommunications marketplace.
3. It will serve to enhance the overall capacity of the Surviving Corporation, as successor to Axces, to provide telecommunications services for a greater number of consumers of this State at more competitive rates.
4. It will not disrupt service or otherwise cause confusion or inconvenience to consumers of this State since the Surviving Corporation will continue to operate under Axces' current management structure and pursuant to Axces' existing authorities.

Enclosed are the original and six (6) copies of this letter. Please return one (1) of the copies file-stamped in the envelope provided

If you need any further information or have any questions regarding the matters discussed herein, please do not hesitate to contact the undersigned

Respectfully submitted,



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Please place in original
Docket file # 960748-TI
for information purposes
Thank TEW