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October 18, 1999

VIA OVERNIGHT DELIVERY

Blanca S. Bayo
Director, Division of Records & Reporting
Florida Public Service Commission
2540 Shumard Oak Blvd.
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991622-TP

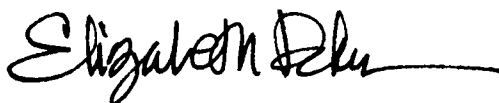
RE: Application of Access One Communications, Corp., OmniCall Acquisition Corp.,
and OmniCall, Inc. for Approval of a Transfer of Control

Dear Ms. Bayo:

On behalf of Access One Communications, Corp. ("Access One"), OmniCall Acquisition Corp. ("Newco") and OmniCall, Inc. ("OmniCall") (collectively "the Parties"), enclosed are an original and five copies of an Application for Approval of a Transfer of Control. As part of the Application process, we are providing a copy of the most recent financial statements of Access One. Because these documents contain sensitive financial information that is proprietary and confidential in nature, Access One respectfully requests that they be protected from public disclosure and that they not be provided to those not a party to this proceeding.

Please date-stamp the extra copy of this filing and return it in the enclosed self-addressed, stamped envelope. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



Patrick Whittle
Elizabeth Dickerson

Counsel for Access One Communications Corp.,
OmniCall Acquisition Corp., and OmniCall, Inc.

**BEFORE THE
STATE OF FLORIDA
PUBLIC SERVICE COMMISSION**

Application of)	
)	
ACCESS ONE COMMUNICATIONS, CORP.,)	
OMNICALL ACQUISITION CORP.)	
)	
and)	Docket No. _____
)	
OMNICALL, INC.)	
)	
For Approval of a Transfer of Control)	
)	

APPLICATION

Access One Communications, Corp. ("Access One"), OmniCall Acquisition Corp. ("Newco") and OmniCall, Inc. ("OmniCall") (collectively "the Applicants"), by their undersigned counsel and pursuant to Fl. St. Ann. § 364.345 hereby notify, and to the extent required, seek authority for a transaction whereby Newco will merge with and into OmniCall, and OmniCall will become a wholly-owned subsidiary of Access One. OmniCall is a non-dominant carrier authorized by the Commission to provide local exchange and interexchange telecommunications services within the State of Florida.

I. THE APPLICANTS

1. Access One is a privately held New Jersey Corporation headquartered in Ft. Lauderdale, Florida. Access One is authorized to provide resold local exchange and interexchange telecommunications services to customers in nine (9) states. By virtue of its experience as a leading

provider of high quality, integrated voice, data, and video transmission services, Access One is well qualified to acquire control of OmniCall.

2. Newco is a newly-formed Florida corporation that is a direct and wholly-owned subsidiary of Access One, also with principal offices in Ft. Lauderdale, Florida. Newco was formed exclusively for the purpose of effecting the proposed transaction. Newco has no operating revenues, no subsidiaries, and no authority to provide telecommunications services in any jurisdiction.

3. OmniCall is a privately held corporation organized and existing under the laws of the State of South Carolina. OmniCall is authorized to provide intrastate interexchange services in thirty-two (32) states and authorized to provide local service in eight (8) jurisdictions. In Florida, OmniCall provides resold intrastate interLATA and intraLATA toll services pursuant to certification granted by this Commission on March 10, 1998 in Docket No. 971323-TX (Order No. PSC-98-0285-FOF-TX) and January 13, 1998 in Docket No. 971324-TI (Order No. PSC-97-1600), respectively.

II. DESIGNATED CONTACTS

Inquiries or copies of any correspondence, orders, or other materials pertaining to this Application should be directed to:

Patrick J. Whittle, Esq.
Elizabeth Dickerson, Esq.
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
3000 K Street, NW, Suite 300
Washington, DC 20007-5116
(202) 424-7500 (Telephone)
(202) 424-7647 (Facsimile)

with copies to:

Lee Haynsworth
OmniCall, Inc.
430 Woodruff Road, Suite 450
Greenville, SC 29607
(864) 297-4336 (Tel)
(864) 297-4797 (Fax)

III. REQUEST FOR APPROVAL OF THE TRANSFER OF CONTROL

1. Pursuant to the Applicants' agreement, Newco will merge with and into OmniCall with OmniCall being the surviving entity. At the time of the Merger, the sole shareholder of Newco, Access One, will receive in exchange for each of the issued and outstanding shares of Newco one fully paid and nonassessable share of the common stock, no par value per share, of OmniCall. At the effective time of the Merger, each share of OmniCall common stock will be converted into a number of shares of common stock of Access One, based on a formula agreed to by the Applicants.

2. At the time of the Merger, OmniCall will become a direct, wholly-owned subsidiary of Access One, and the separate existence of Newco shall cease. The surviving corporation, OmniCall, shall possess all the rights, privileges, powers, franchises, all property, real, personal and mixed, and all debts due to OmniCall or Newco. Although the Merger will result in a change in the corporate parent of OmniCall, the transaction will not involve a change in the manner in which OmniCall provides service to its Florida customers. OmniCall will continue to provide high quality, affordable resold service to its Florida customers pursuant to its authorization. Moreover, OmniCall will continue to be led by its current team of well-qualified telecommunications managers, and it will continue to provide the same services at the same rates and under the same tariff terms and

conditions as it now does. The proposed transaction will therefore be virtually transparent to OmniCall's customers in terms of the services that they receive.

IV. PUBLIC INTEREST STATEMENT

Consummation of the proposed transaction will serve the public interest in promoting competition among providers of local and interexchange telecommunications services by combining the financial resources and complementary managerial skills and experience of Access One and OmniCall in providing telecommunications services to the public. The proposed transaction will therefore ensure the continued provision of high quality and innovative telecommunications services to the existing customers of OmniCall and should promote competition in the Florida local and interexchange telecommunications marketplaces.

WHEREFORE, for the reasons stated above, Applicants submit that the public interest, convenience and necessity would be furthered by a grant of this Application for approval of the transfer of control.

Respectfully Submitted,



Patrick J. Whittle
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Counsel for Access One Communications,
OmniCall Acquisition Corp. and OmniCall, Inc.

Dated: October 18, 1999

EXHIBITS

Exhibit A Financial Statements of Access One Corporation (**filed under seal**)

Exhibit B Merger Agreement and Plan of Merger (**filed under seal**)

Verification

EXHIBIT A

Financial Statements of Access One Corporation

(filed under seal)

EXHIBIT B

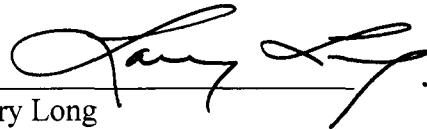
Merger Agreement and Plan of Merger

(filed under seal)

VERIFICATION

I, Larry Long, hereby declare under penalty of perjury, that I am an officer of the Applicant in the subject proceeding, and am authorized to make this verification on its behalf. I have read the foregoing information and know the contents thereof; and the facts stated herein are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct, this 14th day of October, 1999.



Larry Long
Chief Executive Officer
OmniCall, Inc.