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September 9, 1999

FILED²
SEP 14 1999
Missouri Public
Service Commission

Mr. Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
301 West High Street, Suite 530
Jefferson City, MO 65101

Re: Axces, Inc. - Gemini II, Inc.
Application of Axces Acquisition, Inc. for a Certificate of Service to Provide
Intrastate Telecommunications Services Within the State of Missouri
Case No.: TA-2000-179 —
Our File No.: 343

Dear Mr. Roberts:

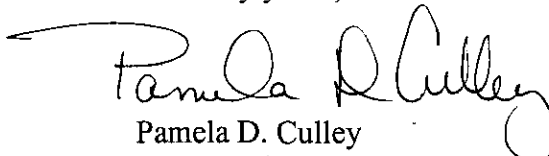
Enclosed please find an original and fourteen (14) copies of the Certificate of Authority for Axces Acquisition, Inc. I have also enclosed an original and fourteen (14) copies of the Amendment to Application, regarding the above referenced corporation. Please file the documents accordingly.

I am also enclosing two (2) extra copies of the above referenced documents for return in the enclosed self-addressed stamped envelope.

Additionally, please be advised that a copy of the above referenced documents has been sent to the Office of Public Counsel.

Thank you for your cooperation and assistance in this regard.

Sincerely yours,


Pamela D. Culley
Legal Assistant

cc: Office of Public Counsel
(w/enclosures)

Monica Borne

FILED²

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

SEP 14 1999

Missouri Public
Service Commission

IN THE MATTER OF THE APPLICATION)
OF AXCES ACQUISITION, INC.)
FOR A CERTIFICATE OF SERVICE)
TO PROVIDE INTRASTATE)
TELECOMMUNICATIONS SERVICES)
WITHIN THE STATE OF MISSOURI)

Case No. TA-2000-179


AMENDMENT TO APPLICATION

AXCES ACQUISITION, INC. ("Axces" or "Applicant") hereby files this amendment to its original Application.

Pursuant to Section 392.361 RSMo. Supp. 1990, Applicant states that it is subject to sufficient competition to justify a lesser degree of regulation of it by this Commission and further states that it would be just and reasonable for the Commission to suspend or modify the Application of the following statutory provisions/Commission rules as they pertain to Applicant:

4 CSR 240-10.020

WHEREFORE, Applicant, AXCES ACQUISITION, INC. respectfully requests that the Public Service Commission of the State of Missouri waive Rule 4 CSR 240-10.020 as it pertains to Axces.



William M. Wunderlich
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STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

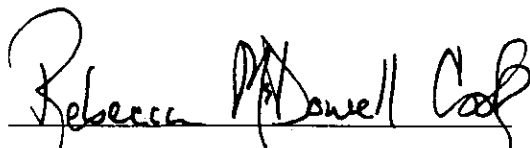
WHEREAS,
AXCES ACQUISITION, INC.

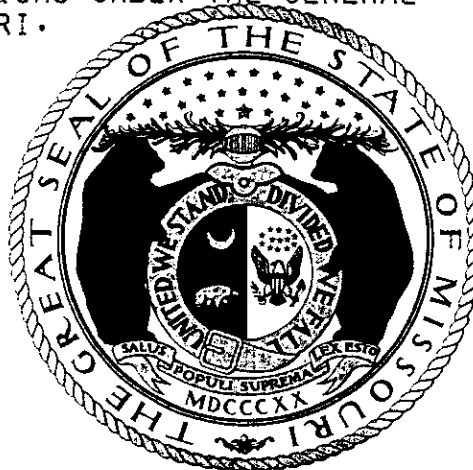
USING IN MISSOURI THE NAME
AXCES ACQUISITION, INC.

HAS COMPLIED WITH THE GENERAL AND BUSINESS CORPORATION LAW WHICH GOVERNS FOREIGN CORPORATIONS; BY FILING IN THE OFFICE OF THE SECRETARY OF STATE OF MISSOURI AUTHENTICATED EVIDENCE OF ITS INCORPORATION AND GOOD STANDING UNDER THE LAWS OF THE STATE OF DELAWARE.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT SAID CORPORATION IS FROM THIS DATE DULY AUTHORIZED TO TRANSACT BUSINESS IN THIS STATE, AND IS ENTITLED TO ALL RIGHTS AND PRIVILEGES GRANTED TO FOREIGN CORPORATIONS UNDER THE GENERAL AND BUSINESS CORPORATION LAW OF MISSOURI.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 13TH DAY OF AUGUST, 1999.


Secretary of State



\$155.00



State of Missouri
Rebecca McDowell Cook, Secretary of State
P.O. Box 778, Jefferson City, Mo. 65102

Corporation Division

Application for Foreign Corporation
For a Certificate of Authority

(Submit in duplicate with filing fee of \$155.00)

FILED
CHIEF CLERK
AUG 13 1999

AUG 13 1999

- (1) The corporation's name is Axces Acquisition, Inc.
and it is organized and existing under the laws of Delaware
- (2) The name it will use in Missouri is Axces Acquisition, INC.
- (3) The date of its incorporation was 6/24/99, and the period of its duration is perpetual.
month/day/year
- (4) The address of its principal place of business 2500 Wilcrest, Suite 300, Houston, TX 77042
Address City/State/Zip
- (5) The name and address of its registered agent and office in the State of Missouri is
National Registered Agents, Inc. 300-B East High Street, Jefferson City, MO 65101
Name Address City/State/Zip
- (6) The specific purpose(s) of its business in Missouri are:
The sale of long distance telecommunications services.

- (7) The name of its officers and directors and their business addresses are as follows:

(Officers)	Name	Address	City/State/Zip
President	Timothy J. Till	2500 Wilcrest, #300, Houston, Texas	77042
Vice President			
Secretary	Timothy J. Till	2500 Wilcrest, #300, Houston, Texas	77042
Treasurer	Michael Avignon	2500 Wilcrest, #300, Houston, Texas	77042

(Board of Directors)

Director	Timothy J. Till,	2500 Wilcrest, #300, Houston, Texas	77042
Director	Michael Avignon,	2500 Wilcrest, #300, Houston, Texas	77042
Director			
Director			

- (8) The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows: _____

(Date may not be more than 90 days after the filing date in this office)

In affirmation thereof the facts stated above are true.

Michael Avignon
(Authorized signature of officer or chairman of the board)

Chairman / CEO
(Title)

8/12/99
(Date of Signature)

Note: You must have a current certificate of good standing or certificate of existence with this application. This may be obtained from the Secretary of State or other authority that issues corporate charters.

State of Delaware
Office of the Secretary of State

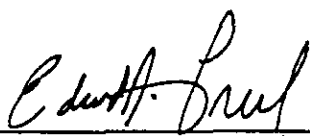
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AXCES ACQUISITION, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AXCES ACQUISITION, INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.





Edward J. Freel, Secretary of State

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991335729

AUTHENTICATION: 9918361

DATE: 08-12-99