

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2005-05-02** | Period of Report: **2005-05-02**
SEC Accession No. **0001144204-05-013706**

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ISSUER

A21 INC

CIK: **1074436** | IRS No.: **742896910** | State of Incorporation: **TX** | Fiscal Year End: **1231**
SIC: **7389** Business services, nec

Mailing Address
7660 CENTURION PARKWAY
JACKSONVILLE FL 32256

Business Address
A21, INC.
7660 CENTURION PARKWAY
JACKSONVILLE FL 32256
9045650066

REPORTING OWNER

Garfinkle Philip N

CIK: **1325758**
Type: **3** | Act: **34** | File No.: **000-51285** | Film No.: **05792234**

Mailing Address
C/O A21, INC., 7660
CENTURION PARKWAY
JACKSONVILLE FL 32256

Business Address
(904) 565-0066

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL
OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person Garfinkle Philip N (Last) (First) (Middle) C/O A21, INC., 7660 CENTURION PARKWAY (Street) JACKSONVILLE, FL 32256 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/02/2005	3. Issuer Name and Ticker or Trading Symbol A21 INC [ATWO.OB]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$.001	269,250	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrant (right to buy)	(1)	06/03/2008	Common Stock	50,000	\$0.4	D	
Warrant (right to buy)	(1)	09/01/2005	Common Stock	120,000	\$0.75	I	By Navig8, LLC
Warrant (right to buy)	(1)	09/01/2005	Common Stock	90,000	\$1.25	I	By Navig8, LLC
Warrant (right to buy)	(1)	09/01/2005	Common Stock	30,000	\$1.75	I	By Navig8, LLC
Employee Stock Option (right to buy)	(2)	04/29/2010	Common Stock	140,000	\$0.3	D	

Explanation of Responses:

- This Warrant was issued on September 1, 2002 and became exercisable on December 31, 2002.
- This option is exercisable immediately as to 98,000 shares covered thereby and thereafter as to 6,000 shares per month commencing on June 1, 2005 and ending on December 1, 2005.

Signatures

/s/ Philip N. Garfinkle

** Signature of Reporting Person

05/02/2005

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.