

# SECURITIES AND EXCHANGE COMMISSION

## FORM 3

Filing Date: **2005-05-02** | Period of Report: **2005-05-02**  
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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

#### **PLEUS ALBERT**

CIK: **1177232**  
Type: **3** | Act: **34** | File No.: **000-51285** | Film No.: **05792249**

#### Mailing Address

C/O A21, INC.  
ONE EMBARCADERO  
CENTER  
SAN FRANCISCO CA 94111

#### Business Address

4152842121

## 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 <b>PLEUS ALBERT</b>  (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) <b>05/02/2005</b>	3. Issuer Name and Ticker or Trading Symbol <b>A21 INC [ATWO.OB]</b>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman and Chief Executive O</b>	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	2,366,667	D	
Common Stock, par value \$.001	1,046,338	I	By Whitney Holdings, Inc. <sup>(1)</sup>
Common Stock, par value \$.001	533,334	I	By Whitney Holdings Group LLC <sup>(1)</sup>
Common Stock, par value \$.001	133,334	I	By Albert Pleus Family Trust <sup>(2)</sup>

**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			
Employee Stock Option (right to buy)	<sup>(6)</sup>	01/02/2009	Common Stock	1,505,514	\$0.3	D	
Employee Stock Option (right to buy)	<sup>(3)</sup>	09/19/2005	Common Stock	116,667	\$0.15	D	
Warrant (right to buy)	<sup>(6)</sup>	02/28/2009	Common Stock	137,700	\$0.2	I	By Whitney Holdings, Inc. <sup>(4)</sup>
Warrant (right to buy)	<sup>(6)</sup>	02/28/2009	Common Stock	137,700	\$0.225	I	By Whitney Holdings, Inc. <sup>(4)</sup>
Warrant (right to buy)	<sup>(6)</sup>	02/28/2009	Common Stock	137,700	\$0.45	I	By Whitney Holdings, Inc. <sup>(4)</sup>

Warrant (right to buy)	(6)	02/28/2009	Common Stock	110,160	\$0.9	I	By Whitney Holdings, Inc. (4)
Warrant (right to buy)	(6)	02/28/2009	Common Stock	110,160	\$1.35	I	By Whitney Holdings, Inc. (4)
Employee Stock Option (right to buy)	(5)	04/29/2010	Common Stock	800,000	\$0.3	D	

**Explanation of Responses:**

1. Mr. Pleus is the sole shareholder of Whitney Holdings, Inc. and the sole member of Whitney Holdings Group LLC.
2. Mr. Pleus is one of the trustees and a beneficiary of the Albert Pleus Family Trust. Mr. Pleus disclaims beneficial ownership of the Common Stock held in the Albert Pleus Family Trust, except to the extent he has a pecuniary interest in such shares.
3. This option became exercisable as to 62.5% of the shares covered thereby on the first year anniversary of the date of grant, and as to 18.75% of the shares on each of the succeeding two anniversaries of the date of grant.
4. Mr. Pleus is the sole shareholder of Whitney Holdings, Inc.
5. This option is exercisable as to 25% of the shares covered thereby on each of August 31, 2005, February 28, 2006, August 31, 2006 and February 28, 2007.
6. Immediately.

**Signatures**

/s/ Albert H. Pleus

\*\* 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.

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