

OTC Pink Basic Disclosure SK3 GROUP, INC.

QUARTER ENDED MARCH 31, 2013

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

SK3 Group, Inc.

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: 80 S.W. 8th Street

Address 2: Suite 2000

Address 3: Miami, FL 33130

Phone: 305-423-7114

Email: mayor@medicalgreens.com

Website(s): www.medicalgreens.com

IR Contact

Address 1: A. Mayor

Address 2: 80 S.W. 8th Street

Address 3: Miami, FL 33130

Phone: 305-423-7114

Email: mayor@medicalgreens.com

Website(s): www.medicalgreens.com

3) Security Information

Trading Symbol: SKTO

Exact title and class of securities outstanding: Common stock

CUSIP: 78440L 10 7

Par or Stated Value: 0.0001

Total shares authorized: 500,000,000 as of: 4/15/2013

Total shares outstanding: 362,050,303 as of: 4/15/2013

Transfer Agent

Name: Interwest Transfer Company, Inc.

Address 1: 1981 Murray Holladay Road

Address 2: Suite 100

Address 3: Salt Lake City, UT 84117

Phone: 801-272-9294

Is the Transfer Agent registered under the Exchange Act?* Yes: No:

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

No restrictions other than Rule 144 for unregistered securities

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

The company issued 7,500,000 shares to one individual in January, 2000 when the Company was formed. The shares were issued as a private transaction under Section 4(2) and were issued for a cash payment of \$750. On April 17, 2000, the Company issued 2,499,600 shares to 24 unrelated individuals for total proceeds of \$24,966 in a private placement transaction under Regulation D. The certificates were issued with appropriate transfer restriction legends. During the year ended December 31, 2001, a total of 312,500 shares were issued in a private offering under Regulation D for consideration of \$62,500. The certificates for the shares were issued with appropriate transfer restriction legends. In December 2004, the Company issued 455,051 shares of common stock as part of a reverse merger transaction, as a result of which there were 10,317,101 common shares issued and outstanding at December 31, 2004 and no preferred shares issued or outstanding. On October 5, 2005, the Company issued 700,000 common shares in a private placement under Regulation D at \$0.10 per share, for \$70,000 in cash. The certificates for the shares were issued with the standard restrictive language on re-sales. On June 26, 2006, a registration statement previously filed with the SEC became effective, under which the Company registered 2,382,933 common shares previously issued to shareholders and 2,500,000 new common shares for sale at \$0.10 per share. A total of 380,000 common shares were issued in 2006 under the registration statement, for proceeds of \$38,000, and there were then 11,397,101 common shares outstanding at December 31, 2006. During 2007, a total of 2,000,000 outstanding shares were turned in and cancelled in a settlement with a former director, and the Company undertook a 1 for 3 forward split, so there were 28,191,303 common shares and no preferred shares outstanding at December 31, 2007. In 2009, a total of 1,800,000 common shares were issued for cash consideration of \$18,000 in private placements under regulation D and the appropriate transfer restriction legend was placed on the certificates. As of that date, and thereafter through March, 19, 2010, there were 29,999,303 common shares and no preferred shares outstanding. On March 19, 2010, 60,000,000 shares of common stock were issued to Healthcare of Today, Inc. in a series of acquisitions. The shares were issued under Section 4(2) and a transfer restriction was placed on the share certificates. The issue of the 60,000,000 shares represented a change of control of the Company. On March 29, 2010, an additional 50,000,000 common shares were issued in a Regulation D private offering, with the certificates issued with the appropriate transfer restriction. As a result, and through December 31, 2010, there were 139,991,303 common shares and no preferred shares issued and outstanding.

During the past two years (Fiscal years ended December 31, 2011 and 2012, and to date), the Company has issued a total of 222,059,000 common shares, all as the result of conversions of issued and outstanding convertible promissory notes issued in March 2010 to replace previously existing liabilities of the Company incurred prior to March 2010. The shares were issued as free trading shares under Rule 144(b)(1) as the holding period of the underlying security was more than one year. The shares were issued in January and March 2011, as reflected in the attached Exhibit 4A, for a total of \$222,059 in principal and accrued interest on the underlying debt. As a result, there have been a total of 362,060,303 common shares and no preferred shares issued and outstanding as of March 31, 2013, and as of the date of this Disclosure.

The common shares issued in the first quarter of 2011 were issued as a result of the conversion of 4 separate but otherwise identical convertible promissory notes in the amount of \$55,514 each which were first issued by the Company, along with a fifth similar promissory note, in March 2010, to incorporate pre-existing corporate debt in the amount of \$277,573. The five convertible notes later were acquired for consideration by Crystal Falls Investments, LLC, a non-affiliate of the Company, based in Vero Beach, Florida. The principal of Crystal Falls is Ashvin Mascarenhas, who is also not an affiliate of the Company. Crystal Falls assigned one of the convertible notes to two other parties, Marjorie Consulting and Madison Consulting, both based in New York, but the Company had no involvement in that assignment and has no knowledge of either of the assignees or their principals. The Company has no basis on which to conclude that either of these assignees or their unknown principals are or were affiliates of the Company. No officer, director, agent or employee of the Company has any affiliation or connection with Crystal Falls or any of the assignees receiving the shares. Crystal Falls also assigned a portion of one of the notes to William Haseltine, a securities lawyer with offices in Washington, DC who had provided legal services to the

Company on occasion in the past. Mr. Haseltine was assigned a portion of the total note as payment by Crystal Falls for his services to it in preparing legal opinions regarding the conversions of the notes into stock and other legal services. The Company did not retain Mr. Haseltine for that purpose and did not issue shares to him for that purpose or provide any other compensation for those services to Crystal Falls. The four notes were converted into 222,059,000 common shares at a conversion price of \$0.001 per share, the conversion price specified in each of the converted notes.

On March 10, 2013, SK3 Group acquired the assets and business of Medical Greens from iEquity Corp. for the issuance of 5 million shares of Series A Convertible Preferred Stock ("Series A Preferred"). The Series A Preferred has voting power equal to sixty percent (60%) of the total vote of all classes of stock entitled to vote and convertible at any time after one year from the date of issuance into 60% of the resulting common stock outstanding. The Series A Preferred Shares have not yet been issued, but will be issued as soon as a new Certificate of Designations (the "New Certificate of Designations") for the Series A Preferred Shares (replacing and superseding the current Certificate of Designations on file with the Delaware Secretary of State under which no shares of preferred stock were ever issued) is filed with the Delaware Secretary of State, which is expected to be by May 15, 2013. At that time, iEquity Corp. will become the controlling shareholder. No person or entity holds more than 10 percent of the equity of iEquity Corp. Henry Jan is the Chief Executive Officer of iEquity Corp. The securities are being issued in reliance on the exemption provided by Section 4(2) of the Securities Act of 1933, as amended.

On April 28, 2013, SK3 Group entered into an acquisition agreement to acquire 100% of the general partnership interests of Berkeley BioOrganic Research Laboratories, a California general partnership ("Berkeley BioOrganic") from its four general partners, Dave Hoye, Mary Ann Harrel, D. Allen Gray and Charles Apel, for 20 million shares of SK3 Group, common stock (5 million shares to each general partner seller). Upon consummation of the transaction, the shares of SK3 Group issued to the general partner sellers will be issued as restricted securities and will contain a legend stating that the shares have not been registered under the Securities Act of 1933, as amended. The securities are being issued in reliance on the exemption provided by Section 4(2) of the Securities Act of 1933, as amended. As of April 30, 2013, the shares have not been issued.

B. Any jurisdictions where the offering was registered or qualified;

.NA

C. The number of shares offered;

See above

D. The number of shares sold;

See above

E. The price at which the shares were offered, and the amount actually paid to the issuer;

As noted above, the shares issued during the first quarter of 2011 were issued on the conversion of convertible promissory notes issued in March 2010 to replace pre-existing debt owed by the Company which arose prior to March 2010 and was reflected on the books of the Company. The shares were issued on the conversion of \$222,059 in principal and accrued interest on the underlying notes, or at a conversion price of \$0.001 per share.

See B above for a description of the consideration for pending share issues.

F. The trading status of the shares;

See above

and

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares

have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

See above

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided, however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than ten percent (10%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

See above.

In addition to the above common stock issues, the Company also issued two convertible promissory notes to Crystal Falls Investments, LLC, based in Florida, in the amounts of \$2,374 in December 2010 and \$1,680 in December 2011. The first note is due in December 2013 and is convertible into common stock in accordance with the terms of the note at par value at the time of conversion, and the second note is due in December 2013 and is convertible into common stock at a price equal to 75 percent of the average closing price of the common stock at the time of conversion. The securities were issued in reliance on the exemption provided by Section 4(2) of the Securities Act of 1933, as amended. As of March 31, 2013 and the date of this report, the notes have not been converted.

In September 2011, the Company terminated a consulting agreement with CFOs to Go, Inc., at which time the Company owed a total of \$144,400 in unpaid fees under that agreement. A convertible promissory note was issued on December 31, 2012 for the balance due, which note is convertible into common stock of the Company at a fixed price of \$0.003 per share. In January, 2013, the note was transferred to Matriarch Management, Inc. as a result of the merger of CFOs to Go, Inc. into Matriarch Management. In March, 2013, the note was assigned to 5 individuals or entities by Matriarch. The securities were issued in reliance on the exemption provided by Section 4(2) of the Securities Act of 1933, as amended. As of March 31, 2013 and the date of this report, the notes have not been converted.

On December 31, 2012, the Company converted accrued consulting fees payable to iEquity Corp. into a convertible promissory note in the amount of \$450,000, which note is convertible into common stock of the Company at a fixed price of \$0.003 per share. The securities were issued in reliance on the exemption provided by Section 4(2) of the Securities Act of 1933, as amended. As of March 31, 2013 and the date of this report, the note has not been converted.

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the

accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. A description of the issuer's business operations;

From March 2010 through October, 2011, the Company was engaged in operations in the healthcare markets, operating through several subsidiaries. In late 2011, the Company changed its business model and rescinded all of its healthcare market acquisitions by October, 2011, at which time new management changed the business direction and began developing the business of providing administrative, financial, legal, accounting and similar services to medical marijuana collectives operating in California. The Company has not been a shell company and has been engaged continuously in active business or business development since prior to March 2010.

The Company continued this development activity throughout 2012, arranging licenses, contracts and services to be provided in the medical marijuana market. In early 2013, the Company announced the first in a series of signed licensing and support agreements with California collectives and established its offices in Miami, Florida as well as the acquisition of Medical Greens, including all existing contracts and right to use trademarks held by iEquity Corp., now its controlling shareholder

The Company currently operates as a holding and service company providing administrative, financial, legal, HR and similar services to its subsidiary and its California medical marijuana collective clients.

B. Date and State (or Jurisdiction) of Incorporation:

SK3 Group, Inc. was incorporated in Delaware on January 14, 2000 as Slabsdirect.com, Inc. and changed its corporate name to CTT International Collectives, Inc. on January 7, 2005, and again changed its corporate name to SK3 Group, Inc. on May 14, 2007. It maintains its principal offices in Miami, FL.

C. the issuer's primary and secondary SIC

Codes; 100, 8741

D. the issuer's fiscal year end date;

December 31

E. principal products or services, and their markets;

Management advisory, licensing and marketing services for medical marijuana collectives in California

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company leases virtual office space in Miami, FL from a commercial provider, which includes telephone services, for a small monthly fee. The subsidiary, Medical Greens, Inc., has acquired a lease purchase to over 40 acres of farmland in Southern California for sublease to its contracted collectives for their use in growing medical marijuana.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Chairman:

1.Full Name: Kevin Allyn

2.Business Address:

20969 Ventura Boulevard, Suite
204 Woodland Hills, CA 91364

3.Employment History (include previous employers for the past 5 years, positions held, responsibilities and employment dates):

SK3 Group, Inc, Chairman, March 2013-Present

AB Management, President, 2000 - Present

4.Board memberships and other affiliations:

None

5.Compensations by the Issuer:

None until cash flow from operations increases.

6.Number and class of the Issuer's securities beneficially owned:

None currently, but stock grants will be provided.

Director and President

1.Full Name: Artemus Mayor

2.Business Address:

3579 E Foothill Blvd #228
Pasadena, CA 91107

3.Employment History (include previous employers for the past 5 years, positions held, responsibilities and employment dates):

SK3 Group, Inc, President, Secretary, Director, October 2011 - Present

Healthcare of Today, Inc, VP of Marketing, June 2008-October 2011

4.Board memberships and other affiliations:

None

5.Compensations by the Issuer:

None until cash flow from operations increases.

6.Number and class of the Issuer's securities beneficially owned:

None currently, but stock grants will be provided.

GENERAL COUNSEL AND EXECUTIVE VP

1.Full Name: Jeffrey Benz

2.Business Address:

12021 Wilshire Boulevard, Suite 256
Los Angeles, CA 90025

3.Employment History (include previous employers for the past 5 years, positions held, responsibilities and employment dates):

Benz Law Group and Benz ADR, Attorney, Arbitrator, Mediator, 2009-2013

Golden Spear, LLC, Chief Operating Officer and General Counsel, 2009-2010

AVP, Inc, Chief Operating Officer and General Counsel, 2008

4.Board memberships and other affiliations:

None

5.Compensations by the Issuer:

None until cash flow from operations increases.

6.Number and class of the Issuer's securities beneficially owned:

None currently, but stock grants will be provided.

Director of Operations:

1.Full Name: Michael Choo

2.Business Address:

1801 Century Park East 24th Floor
Los Angeles, CA 90067

3.Employment History (include previous employers for the past 5 years, positions held, responsibilities and employment dates):

SK3 Group, Inc, Director of Operations, March 2013-Present

President and CEO, Bellflower Medical Group, Los Angeles, CA

4.Board memberships and other affiliations:

Board member, Novation Holdings, Inc. (OTCQB NOHO)

5.Compensations by the Issuer:

None until cash flow from operations increases.

6.Number and class of the Issuer's securities beneficially owned:

None currently, but stock grants will be provided.

CONTROL PERSONS:

According to a current shareholder list of the Company, there are no shareholders holding more than 10 percent of the outstanding stock of the Company. The following persons have acquired common shares of the Company, either on the open market or through private purchases, but not from the Company itself, representing more than 5 percent of the common shares issued and outstanding. The three named persons are not affiliates of the Company and the Company has no knowledge, information, or reason to believe that any of the three persons are affiliates of each other or otherwise acting in concert.

1)	Benjamin Millan P.O. Box 63373 Los Angeles, CA 90063	20,000,000 Shares	5.5%
2)	Gerald Lytton 1129 Carmelita Cir Monrovia, CA 91016	20,000,000 Shares	5.5%
3)	Tony Hsu 3 rd Floor, No. 195, Section 1 Fu Nong Road Tainan, Taiwan	20,000,000 Shares	5.5%

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

- C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

As of April 30, 2013, the Company is not aware of any person or entity controlling more than 10 percent of the outstanding stock, directly or indirectly. In March 2013, the Company acquired Medical Greens, and its existing business, assets and contracts, in exchange for 5 million shares of Series A Convertible Preferred Stock (the "Series A Preferred Shares") which carries 60 percent of the total vote of all classes of stock entitled to vote and is convertible at any time after one year from the date of issue into 60 percent of the resulting common stock outstanding. The Series A Preferred Shares have not yet been issued, but will be issued as soon as a new Certificate of Designations (the "New Certificate of Designations") for the Series A Preferred Shares (replacing and superseding the current Certificate of Designations on file with the Delaware Secretary of State under which no shares of preferred stock were ever issued) is filed with the Delaware Secretary of State, which is expected to be by May 15, 2013. At that time, iEquity Corp. will become the controlling shareholder. No person or entity holds more than 10 percent of the equity of iEquity Corp. Henry Jan is the Chief Executive Officer of iEquity Corp.

9) **Third Party Providers**

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name: Marc A. Indeglia, Esquire
Firm: Indeglia & Carney
Address 1: 1900 Main Street, Suite 300
Address 2: Irvine, CA 92614
Phone: 949-861-3321
Email: marc@indegliacarney.com

Accountant or Auditor

Name: Not yet selected
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations Consultant

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name: John Burke

Firm: JBurke Consulting, LLC
Address 1: PO Box 541647
Address 2: Merritt Island, FL 32954
Phone: 321-302-1831
Email: jburke1976@rocketmail.com

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Artemus Mayor certify that:

1. I have reviewed this Quarterly Disclosure Statement of SK3 Group, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

May 31, 2013

/s/ Artemus Mayor [Signature]

President [Title]

EXHIBIT 4A

Co_Lst_Name	First_Name	Cert_ID	Shares	Date	Address_1	City	State	Zip
CRYSTAL FALLS INVESTMENTS		2057	30,000,000	1/14/2011	1177 SOUTH HWY 1	VERO BEACH	FL	33962
MUNEIO	CHRIS	2058	30,000,000	1/14/2011	211 MONCEAUX RD	WEST PALM BEACH	FL	33405
CHARY	SIDDHARTH	2059	30,000,000	1/14/2011	888 BISCAYNE BLVD 1212	MIAMI	FL	33132
HASELTINE	WILLIAM	2060	16,545,000	1/14/2011	1629 K ST NW SUITE 300	WASHINGTON	DC	20006
LMTS TRADING INC		BE13	30,000,000	1/14/2011	6605 253RD STREET E	Myakka City	FL	34251
BRADSHAW	STEPHEN	BE14	30,000,000	1/14/2011	1177 SOUTH HWY 1	VERO BEACH	FL	33962
			166,545,000					
MADISON CONSULTING SERVICES LLC		BE18	27,757,000	3/30/2011	7 Rose Avenue	Great Neck	NY	11021
MARJORIE CONSULTING LLC		BE19	27,757,000	3/30/2011	42 W. 38th Street, Suite 503	New York	NY	10018
			55,514,000					

