

SK3 Group, Inc.
OTC Pink Basic Disclosure
QUARTER ENDED June 30, 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: 305-423-7144
Email: info@medicalgreens.com
Website(s): www.medicalgreens.com

IR Contact

Address 1: Rubicon Capital Advisors
Address 2: Hunkins Waterfront Plaza, Box 556
Address 3: Charlestown, Nevis
Address 3: West Indies
Phone: 305-423-7144
Email: jo@rubiconcapitaladvisors.com
Website(s) rubiconcapitaladvisors.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: 750,000,000 as of: 6/30/2013
Total shares outstanding: 519,990,303 as of: 6/30/2013

Preferred stock:

CUSIP: None

Par or Stated Value: 0.0001

Total shares authorized: 5,000,000 as of: 6/30/2013

Total shares outstanding: None as of: 6/30/2013

Transfer Agent

Olde Monmouth Stock Transfer
200 Memorial Parkway
Atlantic Heights, NJ 07716
Phone: 732-872-2727

Is the Transfer Agent registered under the Securities 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.);

During the past two years (fiscal years ended December 31, 2011 and 2012, and to date), the Company 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, for a total of \$222,059 in principal and accrued interest on the underlying debt. As a result, there were a total of 362,060,303 common shares and no preferred

shares issued and outstanding as of March 31, 2013.

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 September 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 May 15, 2013, the holders of 6 convertible promissory notes issued by the Company each elected to convert a portion of the principal due on each note into common shares. Each holder converted \$6,897 in principal into stock at a conversion price of \$0.0003, on the terms provided in the notes, and each received 22,990,000 common shares, resulting in an increase in the number of shares issued to 499,990,303 shares.

On June 30, 2013, SK3 Group closed an acquisition agreement to acquire 100% of the outstanding shares of BBORL, INC (Berkeley Bio-Organic Research Laboratories), a California Corporation from its four shareholders for 20 million shares of SK3 Group, common stock (5 million shares to each shareholder). As of June 30, 2013, the share certificates had not been issued, but the shares are included in the issued and outstanding shares at June 30, 2013. The main concentration of BBORL is consultation with many collectives in the development and production of non-psychoactive cannabinoid medicines, primarily for the treatment of cancer, allowing patients to obtain medically efficacious doses without attendant, and possibly negative, psychoactive consequences. A secondary interest is the development and production of equipment for the manufacture and production of cannabinoid-based medicines. Berkeley Bio has made substantial strides in these areas. The share certificates 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.

On June 30, 2013, the Issuer acquired the assets of an existing California medical marijuana collective for 5,000,000 shares of common stock, but the share certificates have not yet been issued. The share certificates of SK3 Group issued to the collective 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 June 30, 2013, the share certificates had not been issued, but the shares are included in the issued and outstanding shares at June 30, 2013.

On June 30, 2013, the Issuer acquired four unique machines for the extraction and purification of essential oils from cannabis, to aid in the development and production of medicinal products without the psychoactive ingredients, for 15,000,000 shares of common stock, but the share certificates have not yet been issued. The share certificates of SK3 Group issued to the 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 June 30, 2013, the share certificates had not been issued, but the shares are included in the issued and outstanding shares at June 30, 2013.

As a result of the acquisitions and note conversions, there were a total of 539,990,303 common shares issued at June 30, 2013, as follows:

Shares issued at March 31, 2013	362,050,303
Shares issued on conversion of notes	137,940,000
Shares issued for acquisitions	<u>40,000,000</u>

Total shares issued and outstanding at June 30, 2013	539,990,303
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As of August 15, 2013, an additional 53,000,000 common shares were issued in conversion of outstanding notes, resulting in total shares outstanding of 592,991,303.

There are no preferred share certificates issued but a total of 5 million preferred shares will be issued as part of the acquisition of Medical Greens.

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 second quarter of 2013 were issued for acquisitions, and were valued at the closing market price at the time of the acquisition, which was \$0.01842 on June 30, 2013

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

F. The trading status of the shares;

See above.

The share certificates will be issued in restricted form as the issuance was pursuant to an exemption from registration; 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. When issued, the certificates will bear the appropriate restrictive legend.

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.

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.

The Issuer is filing the required financial statements for the quarter ended June 30, 2013 as a separate report through the OTC Disclosure & News Service.

In addition, the Issuer is attaching to this June 30, 2013 Disclosure Statement a Pro Forma Consolidated Financial Statement for the period ended June 30, 2013, reporting the consolidated results from the acquisition by the Issuer of the collective as of June 30, 2013.

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.

Medical Greens TM currently provides licensing, management, and logistic services for Medical Marijuana collectives throughout California. In 2013 alone, Medical Greens TM has already contracted with 15 collectives to provide these services through marketing, management,

licensing and service agreements. Products currently licensed by SK3 Group exclusively for marketing and sale include:

YAK

The YAK line of medical marijuana edibles was developed in 2008. It consists of the “Greenie” cookie, "Haute Chocolate", "Mocha-Juana" (an instant chocolate / coffee drink), "Whole Plant Cannabis Extract Capsules" in Indica, Sativa and High CBD. YAK also produces a whole-plant cannabis extract oil for the so-called “Simpson” treatment called "OrganakOil", as well as a super-potent “Red Diamond Oil” oil for pain relief. There is also a medicated chocolate taffy which is available in Indica, Sativa, Hybrid, and CBD.

YETI

This is a premium quality pre-roll for pain relief. It is high-quality cannabis flowers which have been impregnated with Red Diamond oil.

On June 30, 2013, SK3 Group closed an acquisition agreement to acquire 100% of the outstanding shares of BBORL, INC (Berkeley Bio-Organic Research Laboratories), a California Corporation from its four shareholders for 20 million shares of SK3 Group, common stock (5 million shares to each shareholder). The main concentration of BBORL is consultation with many collectives in the development and production of non-psychoactive cannabinoid medicines, primarily for the treatment of cancer, allowing patients to obtain medically efficacious doses without attendant, and possibly negative, psychoactive consequences. A secondary interest is the development and production of equipment for the manufacture and production of cannabinoid-based medicines. Berkeley Bio has made substantial strides in these areas.

On June 30, 2013, the Issuer also acquired the assets of an existing California medical marijuana collective for 5,000,000 shares of common stock and also acquired four unique machines for the extraction and purification of essential oils from cannabis, to aid in the development and production of medicinal products without the psychoactive ingredients, along with an exclusive right to market and use the machines.

On July 29, 2013, the Company obtained licenses for several proprietary technologies for the extraction, purification, and creation of medicines consisting of cannabinoids from hemp and marijuana. Cannabinoids are a natural substance with medicinal benefits found in cannabis. The most well-known is tetrahydrocannabinol, or THC. THC is responsible for the physical and mental effects (the "high") associated with smoking marijuana. Other cannabinoids (there are over 60 in the plant) such as cannabidiol (CBD) have been shown to have substantial medicinal value while producing no noticeable psychoactive effects. Production of medicines utilizing the non-psychoactive cannabinoids is the focus of these technologies. These technologies facilitate the preparation of cannabinoid medicines using techniques that will permit the safe and efficient preparation of several standardized cannabinoid medicines by the collectives managed by Medical Greens. Medical Greens will serve as lead consultant to the collectives, providing the technology necessary for the collectives to produce medicinal products from hemp or cannabis, without the psychoactive effects. The medicinal products covered by this license include: High-CBD cannabis tinctures, capsules and edibles, a sublingual spray, and infused vegetable oils.

Medical Greens will oversee quality control and provide testing for cannabinoid content and microbiological purity.

On August 16, 2013, the Company signed a definitive agreement to acquire Sovereign International, Inc., a full service medical cannabis consulting firm specializing in advising on cultivation techniques. Through a unique cultivation technique, including locating but not tampering with the genetics of the first generation OG Kush strain, Sovereign has played a vital role in building the household strain name "Sovereign OG." Sovereign has perfected this particular strain to have some of the most potent medicinal benefits for a wide range of ailments the symptoms for which research has shown will be alleviated by medical marijuana. Sovereign has worked with over 300 collectives in Southern California with some of the most discerning connoisseurs and a wide range of members that prefer, and are loyal consumers of, the "Sovereign OG" brand.

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 secured approximately 50 acres of farmland in 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. Compensation by the Issuer:

During the quarter ended June 30, 2013, Mr. Allyn was paid \$15,000 as a consultant.

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. Compensation by the Issuer:

During the quarter ended June 30, 2103, Mr. Mayer was paid \$8,000 as a consultant.

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. Compensation by the Issuer:

None individually, but a total of \$7,500 in compensation has been paid to Mr. Benz' law firm for services during the period ended June 30, 2013.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 5 percent of the outstanding common stock of the Company. The voting preferred stock issued to iEquity Corp. with the acquisition of Medical Greens represents 60 percent voting control of the Company. Mr. Henry Jan is President and CEO of iEquity Corp. but there are no major (10 percent or more) shareholders of that company.

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 June 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 designations (the "New Certificate 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 September 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

Marc A. Indeglia, Esquire

Indeglia & Carney
1900 Main Street, Suite 300
Irvine, CA 92614
Phone: 949-861-3321
Email: marc@indegliacarney.com

Accountant or Auditor

L.L. Bradford & Co, LLC
8880 W. Sunset Boulevard, Third Floor
Las Vega, NV 89148
Phone 702-735-5030
Facsimile 702-735-4854

Investor Relations Consultant

Rubicon Capital Advisors
Hunkins Waterfront Plaza, Box 556
Charlestown, Nevis
West Indies
Phone: 305-423-7144
Email: jo@rubiconcapitaladvisors.com
Website(s) rubiconcapitaladvisors.com

Other Advisor:

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

John Burke
JBurke Consulting, LLC PO Box 541647
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.

August 19, 2013

/s/ Artemus Mayor [Signature]

Artemus Mayor

President

SK3 GROUP, INC.
AND SUBSIDIARIES
(INCLUDING COLLECTIVE ACQUIRED JUNE 30, 2103
CONSOLIDATED PROFORMA FINANCIAL STATEMENTS

SK3 Group, Inc.
Consolidated Pro Forma Balance Sheet
June 30, 2013

ASSETS

Current Assets

Checking/Savings	7,180.97
Accounts Receivable	18,301,089.72
Other Current Assets	12,176.12

Total Current Assets	18,320,446.81
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Fixed Assets	274,177.32
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Other Assets	623,507.51
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TOTAL ASSETS	19,218,131.64
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LIABILITIES & EQUITY

Liabilities

Current Liabilities

Accounts Payable	454,962.47
Credit Cards	18,427.73
Other Current Liabilities	685,748.86

Total Current Liabilities	1,159,139.06
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Long Term Liabilities	0.00
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Total Liabilities	1,159,139.06
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Equity	18,060,283.56
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TOTAL LIABILITIES & EQUITY	19,219,422.62
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SK3 Group, Inc.
Pro Forma Consolidated Income Statement
6 months ended June 30, 2013

Ordinary Income/Expense		
	Income	
	Sales	18,062,700
	less:	
	Discounts	(69,788)
	Patient Medicine Revenue	753,991
	Other Revenue	<u>46,309</u>
	Total Income	18,793,212
	Cost of Goods Sold	
	Cost of Goods Sold	<u>342,719</u>
	Gross Profit	18,450,493
	Expenses	
	General & administrative expenses	<u>587,924</u>
	Net Ordinary Income	17,862,569
Other Income/Expense		
	Other Income	
	State Tax Refund	<u>1,628.00</u>
	Total Other Income	1,628.00
	Other Expense	
	Interest	29,155
	Miscellaneous Expense	845
	Penalties	<u>3,996</u>
	Total Other Expense	<u>34,996</u>
	Net Other Income	<u>(33,368)</u>
	Net Income	<u><u>17,829,201</u></u>

SK3 Group, Inc.
Pro Forma Consolidated Statement of Cash Flow
Six Months Ended June 30, 2013

CASH FLOWS USED IN OPERATING ACTIVITIES

Net Income	
Adjustments to reconcile Net Income	17,829,201
to net cash provided by operations:	
Accounts Receivable	(18,233,208)
Inventory Asset	(18,148)
Accounts payable	382,634
Accrued interes	29,155
Payroll Liabilities	(11,837)
Credit card	(2,416)
Loans	37,722
Net cash used in Operating Activities	(28,278)

CASH PROVIDED (USED IN) INVESTING ACTIVITIES

Extraction machines	(273,000)
Furniture and Equipment	
Investment in subsidiary	(455,000)
Medical Greens contracts	(100,000)
Trademark license	(62,427)
Net cash provided by Investing Activities	(890,427)

CASH PROVIDED BY FINANCING ACTIVITIES

Sale of Common stock	931,309
Preferred stock	500
Net cash provided by Financing Activities	931,809

Net cash increase for period	13,104
Cash at beginning of period	10,440
Cash at end of period	23,544