

AV1 GROUP, INC.

**QUARTERLY REPORT AMENDED
ISSUER INFORMATION AND DISCLOSURE PURSUANT
TO
RULE 15c2-11**

SECURITIES EXCHANGE ACT OF 1934

AV1 GROUP, INC.

DATED: April 31, 2014

CUSIP NUMBER 00241Q 10 0

ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF AVI GROUP, INC. ("COMPANY") IN ACCORDANCE WITH RULE 15c2-11 PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY. ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

DELIVERY OF THIS INFORMATION DOES NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE OF THIS ISSUER INFORMATION AND DISCLOSURE STATEMENT.

INFORMATION AND DISCLOSURE STATEMENT

All information in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11 promulgated under the Securities Exchange Act of 1934, as amended. The enumerated items and captions contained herein correspond to the format as set forth in that rule.

PART 1 – ISSUER AND SECURITY INFORMATION

1. Exact Name of Issuer and Predecessor

The Company's name is AVI Group, Inc. The issuer's predecessor name was Delta Vending Corp. The Company changed its name from Delta Vending Corp. to its current name in March, 2007.

2. Address of Principal Executive Offices

7660-H Fay Avenue, Suite 312
La Jolla, CA 92037
www.av1group.com

4. State of Incorporation

Florida

5. Complete Title and Class of Securities Outstanding as of April 25, 2014

The Company has two classes of capital stock consisting of Common Stock and Preferred Stock.

Common Authorized:	15,000,000,000
Common Outstanding:	10,000,000,000
Common Float:	1,885,260,127
Preferred Authorized:	5,000,000
Preferred Outstanding:	None

6. Symbol of security and CUSIP

Trading Symbol: AVOP

CUSIP: 00241Q 10 1

7. Par or stated value of security

\$.0001 par value

8. Name and address of transfer agent

Pacific Stock Transfer

4045 South Spencer Street, Suite 403

Las Vegas, NV 89119

Nature of Business:

Since our inception, in March 2014, we focus our investment and holdings to legal, medical and recreation marijuana markets. Through our wholly-owned subsidiary, Marijuana Incubator Group, Inc. (also known as MIG), we seek to identify, secure and monetize emerging marijuana related companies that are positioned for exponential growth. We seek out talented entrepreneurs and potent ideas that are likely to make a major footprint in this sector. Our comprehensive business model allows us to foster these companies under one umbrella bringing a variety of experience, knowledge and expertise to every venture. MIG explores every opportunity to help our clients exceed their revenue goals while building close, active working relationships with our portfolio companies. For more information visit: www.AV1GROUP.com or www.MJIGINC.com

Our company was formed in 1998. We moved our company from Arizona to Nevada in February 2004 when we filed new articles of incorporation.

Our fiscal year ends on December 31.

We have never filed for bankruptcy or receivership at any time.

On or about May 1, 2008, we entered into an Asset Purchase Agreement with Deep Blue Marine, Inc. to purchase all of its assets and holding and contracts in Key West, Florida for marine research, salvage and recovery. This agreement was completed on May 7, 2008 and became effective May 1, 2008.

On or about January 18, 2001 our authorized shares were increased to 55,000,000 consisting of fifty million common and 5 million preferred. On or about March 7, 2007 our authorized shares were increased to 205,000,000 consisting of two hundred million common and 5 million preferred. On or about November 11, 2010 our authorized shares were increased to 5,005,000,000 consisting of five billion common and 5 million preferred. On or about March 21, 2012 our authorized shares were increased to 10,005,000,000 consisting of ten billion common and 5 million preferred. On or about April 16, 2014 our authorized shares were increased to 15,005,000,000 consisting of fifteen billion common and 5 million preferred.

Our shares decreased as a result of a 3:1 stock split on July 18, 2003. It further decreased as a result of a 20:1 stock split on December 18, 2004. It further decreased as a result of a 350:1 stock split on April 22, 2008.

We have no legal matters pending or threatened.

Nature of Products or Services:

The Company is currently investing, acquiring and operating investments in the marijuana industry.

Competitive business conditions, the issuer's competitive position in the industry, and methods of competition.

There are a significant number of companies worldwide – and growing - in the marijuana industry. However, this an exploding industry with vast opportunities to create, enhance and maintain shareholder value.

Sources and availability of raw materials and names of principal suppliers.

Not applicable.

Dependence on one or a few major customers.

No applicable.

Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration.

None.

The need for any government approval of principal products or services and the status of any requested government approvals.

Governmental rules and regulations for all aspects of marijuana differ depending on the location and jurisdiction. The company carefully researches all applicable and relevant laws, rules and regulations wherein it conducts research and effects artifact recovery and is committed to complying with all such laws, rules and regulations and obtaining all germane governmental approvals.

The nature and extent of the issuer's facilities

The Company maintains a corporate office in La Jolla, California.

Officers and Directors:

Chairman of the Board, Chief Executive Officer, President and Treasurer:

Bryen Beglinger
7660-H Fay Avenue, Suite 312
La Jolla, CA 92037

Prior to joining AV1 Group, Inc., Mr. Beglinger held a series of senior roles in marketing and finance. He worked several years with a career in the Real Estate and Mortgage industries before entering Financial Services as an advisor. He most recently worked as a senior advisor and financial representative for Guardian Life. He has no other publicly-traded board memberships. He is not compensated at the present.

As of April 18, 2014, he does not own any common shares. He has no prior legal or disciplinary history:

Director, Vice President and Secretary:

Lisa Landau
7660-H Fay Avenue, Suite 312
La Jolla, CA 92037

Prior to joining AV1 Group, Inc., Ms. Landau founded Envirolite Corp. in 2011, a high-technology lighting company. Prior to this, was her 10-year involvement with Oasis of Hope Cancer Treatment Centers in Tijuana, Mexico and Irvine, California. Her experience at Oasis taught her how destructive environmental pollution is not only to the environment, but to humans as a potential contributor to cancer. She has dedicated herself to empower and educate the consumer on the potential hazards they are buying and unknowingly bringing into their homes, and possibly exposing themselves and their children to these very hazardous toxins. Ms. Landau also attended Thomas Jefferson School of Law in San Diego, California with an emphasis in international trade. She is not compensated at the present.

As of April 18, 2014, she does not own any common shares. She has no prior legal or disciplinary history:

Financial information for the issuer's most recent fiscal period:

These are posted on pinksheets.com and are incorporated by reference.

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

Investment Banker:

None

Promoter:

None

Counsel:

Jerry Guenbaum, Esq.

SEC ATTORNEYS, LLC
P.O. Box 203106
116 Court Street, Suite 707
New Haven, Connecticut 06520 USA

Phone: 1.203.222.9333

Fax: 1.203.823.9343

Website: www.secattorneys.com

LinkedIn: <http://www.linkedin.com/pub/jerry-gruenbaum/1/508/90>

Public relations:

None

Investor Relations:

None

Management’s Discussion and Analysis or Plan of Operation:

Background

Since its inception, the Company is an investment and holdings group. Starting in March 2014, the Company focused its investment and holdings to legal, medical and recreation marijuana markets. Through its wholly-owned subsidiary, Marijuana Incubator Group, Inc. (also known as MIG), seeks to identify, secure and monetize emerging marijuana related companies that are positioned for exponential growth. We seek out talented entrepreneurs and potent ideas that are likely to make a major footprint in this sector. Our comprehensive business model allows us to foster these companies under one umbrella bringing a variety of experience, knowledge and expertise to every venture. MIG explores every opportunity to help our clients exceed their revenue goals while building close, active working relationships with our portfolio companies. For more information visit: www.AV1GROUP.com or www.MJIGINC.com.

With the Company’s new focus, it is important that its investments and acquisitions are scalable, easy to implement, attract market leading channel partners, and provide tremendous value for the end customer . The Company is refining its investment focus, making them easy to deploy through channel partners into the targeted vertical. .

Our Capital Needs

We believe that it will be able to sustain our current level of operations for the next twelve months. We anticipate our capital needs will be met through the sale of shares for cash, loans and the issuance of shares for services. However, to achieve our complete business objectives, we must obtain at least \$500,000. To date, we have not received a commitment for capital in any amount and we cannot assure you that we will be able to obtain any capital. Should we fail to obtain such financing, our plan of business would likely be unsuccessful and we may be forced to cease operations.

Certifications

I, Bryen Beglinger, certify that:

- a. I have reviewed this information and Disclosure Statement of AV1 Group, Inc.
- b. Based in 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
- c. Based on my knowledge, the financial statements, if any, 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.

Date: April 25, 2014

Bryen Beglinger
Chief Executive Officer

AV1 GROUP, INC.
(A Development Stage Company)

BALANCE SHEETS
Unaudited

March 31,
2014

ASSETS

CURRENT ASSETS

Cash and Cash Equivalents \$ -

TOTAL CURRENT ASSETS -

TOTAL ASSETS \$ -

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

NONE CURRENT LIABILITIES

Convertible Notes Payable - Spier Group, Inc. \$ 50,000

TOTAL CURRENT LIABILITIES 50,000

TOTAL LIABILITIES 50,000

STOCKHOLDERS' EQUITY (DEFICIT)

Preferred Stock, 5,000,000 shares authorized; \$0.001 par value,
none issued and outstanding -

Common Stock, 10,000,000,000 shares authorized; \$0.001 par value,
10,000,000,000 shares issued and outstanding 10,000,000

Additional Paid-In Capital -

Deficit Accumulated During Development Stage (10,050,000)

TOTAL STOCKHOLDERS' EQUITY (DEFICIT) (50,000)

TOTAL LIABILITIES AND STOCKHOLDERS EQUITY (DEFICIT) \$ -

The accompanying notes are an integral part of these financial statements.

AV1 GROUP, INC.
(A Development Stage Company)

STATEMENTS OF OPERATIONS
Unaudited

	For Quarter ended March 31, 2014
REVENUES	
Revenues	<u>\$ -</u>
Total Revenues	<u>-</u>
EXPENSES	
General and Administrative Operating Expenses	<u>-</u>
Operating Income (Loss)	-
Other Income (Expense) Interest Expense	<u>-</u>
Net Loss Before Taxes	-
Provision for income taxes	<u>-</u>
NET LOSS	<u><u>\$ -</u></u>

AV1 GROUP, INC.
(A Development Stage Company)
STATEMENTS OF CASH FLOWS
(Unaudited)

For the
Quarter ended
March 31, 2014

CASH FLOWS FROM OPERATING ACTIVITIES:

Net Loss for the Period	\$	-
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock issued for services		
Changes in Operating Assets and Liabilities		
Increase in Accounts Payable		
Net cash used in operating activities		-

CASH FLOWS FROM FINANCING ACTIVITIES:

Issuance of Common Stock for cash or cash equivalent		
Net Cash Provided by Financing Activities		-
Net (Decrease) Increase in Cash		-
Cash at Beginning of Period		-
Cash at End of Period	\$	-

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

Cash paid during the year for:		
Interest	\$	-
Income Taxes	\$	-

SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:

The accompanying notes are an integral part of these financial statements.

AV1 GROUP, INC.
(A Development Stage Company)

STATEMENTS OF STOCKHOLDERS' EQUITY
For the Quarter Ended March 31, 2014

Unaudited

	Common Stock		Additional Paid-in Capital	Shares Subscriptions Receivable	accumulated Deficit	Total
	Number of shares	Amount				
Balance on December 31, 2013	10,000,000,000	\$ 10,000,000	\$ -	\$ -	\$ (10,050,000)	\$ (50,000)
Common stock issued during period	-	-	-	-	-	-
Net loss for the period ended	-	-	-	-	-	-
Balance, May 31, 2013	<u>10,000,000,000</u>	<u>\$ 10,000,000</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (10,050,000)</u>	<u>\$ (50,000)</u>

The accompanying notes are an integral part of these financial statements.

AVI GROUP, INC.
(A Development Stage Enterprise)
NOTES TO THE UNAUDITED FINANCIAL STATEMENTS

March 31, 2014

NOTE 1 – NATURE OF OPERATIONS AND BASIS OF PRESENTATION

The Company was incorporated in the State of Arizona as a for-profit Company in 1998 and established a fiscal year end of December 31. We moved our Company from Arizona to Nevada in February, 2004. We are a development-stage Company which intends to focus our investments and holdings to the legal, medical and recreational marijuana markets.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

In the opinion of management, the accompanying balance sheets, statements of operations, stockholders' deficit and cash flows include all adjustments, consisting only of normal recurring items, for their fair presentation in conformity with accounting principles generally accepted in the United States. These financial statements are presented in United States dollars.

Property

The Company does not own or rent any property. Our principal executive offices are located in LaJolla, California.

Revenue and Cost Recognition

The Company has no current source of revenue; therefore the Company has not yet adopted any policy regarding the recognition of revenue or cost.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturity of three months or less to be cash equivalents.

Use of Estimates and Assumptions

Preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

AVI GROUP, INC.
(A Development Stage Enterprise)
NOTES TO THE UNAUDITED FINANCIAL STATEMENTS

March 31, 2014

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

Income Taxes

The Company follows the liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax balances. Deferred tax assets and liabilities are measured using enacted or substantially enacted tax rates expected to apply to the taxable income in the years in which those differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the date of enactment or substantive enactment.

Net Loss per Share

Basic loss per share includes no dilution and is computed by dividing loss available to common stockholders by the weighted average number of common shares outstanding for the period. Dilutive loss per share reflects the potential dilution of securities that could share in the losses of the Company. Because the Company does not have any potentially dilutive securities, the accompanying presentation is only of basic loss per share.

AVI GROUP, INC.
(A Development Stage Enterprise)
NOTES TO THE UNAUDITED FINANCIAL STATEMENTS

March 31, 2014

NOTE 3 – GOING CONCERN

The Company's financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. Currently, the Company has a working capital deficit of \$50,000, and an accumulated deficit of \$10,050,000. The Company does not have a source of revenue sufficient to cover its operation costs giving substantial doubt for it to continue as a going concern. The Company will be dependent upon the raising of additional capital through placement of our common stock in order to implement its business plan, or merge with an operating company. There can be no assurance that the Company will be successful in either situation in order to continue as a going concern. The Company is funding its initial operations by way of issuing Founder's shares.

The officers and directors have committed to advancing certain operating costs of the Company, including Legal, Audit, Transfer Agency and Edgarizing costs

NOTE 4 – CAPITAL STOCK

The Company's capitalization is 10,000,000,000 common shares with a par value of \$0.001 per share, and 5,000,000 preferred shares with a par value of \$0.001 per share.

As of March 31, 2014, the Company has not granted any stock options and has not recorded any stock-based compensation.

AVI GROUP, INC.
(A Development Stage Enterprise)
NOTES TO THE UNAUDITED FINANCIAL STATEMENTS

March 31, 2014

NOTE 5 – INCOME TAXES

We did not provide any current or deferred U.S. federal income tax provision or benefit for any of the periods presented because we have experienced operating losses since inception. Accounting for Uncertainty in Income Taxes when it is more likely than not that a tax asset cannot be realized through future income the Company must allow for this future tax benefit. We provided a full valuation allowance on the net deferred tax asset, consisting of net operating loss carry forwards, because management has determined that it is more likely than not that we will not earn income sufficient to realize the deferred tax assets during the carry forward period.

	<u>March 31, 2014</u>
Net operating loss carry forward	\$0
Effective Tax rate	<u>35%</u>
Deferred Tax Assets	<u>0</u>
Less: Valuation Allowance	<u>0</u>
Net deferred tax asset	<u>\$0</u>

NOTE 6 – PRIOR FINANCIAL STATEMENTS

The Company had no operations since the last financial statements filings on March 31, 2011 until the current financial statements on April 1, 2014 when a change of control of the Company took place. As such no financials for the dormant Company were prepared or filed.

NOTE 7 - SUBSEQUENT EVENTS

On April 1, 2014 a change of control of the Company took where Marijuana Incubator Group, Inc. acquired 5,265,051,758 common shares of the Company.

AVI GROUP, INC.
(A Development Stage Enterprise)
NOTES TO THE UNAUDITED FINANCIAL STATEMENTS

March 31, 2014

NOTE 1 – NATURE OF OPERATIONS AND BASIS OF PRESENTATION

The Company was incorporated in the State of Arizona as a for-profit Company in 1998 and established a fiscal year end of December 31. We moved our Company from Arizona to Nevada in February, 2004. We are a development-stage Company which intends to focus our investments and holdings to the legal, medical and recreational marijuana markets.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

In the opinion of management, the accompanying balance sheets, statements of operations, stockholders' deficit and cash flows include all adjustments, consisting only of normal recurring items, for their fair presentation in conformity with accounting principles generally accepted in the United States. These financial statements are presented in United States dollars.

Property

The Company does not own or rent any property. Our principal executive offices are located in LaJolla, California.

Revenue and Cost Recognition

The Company has no current source of revenue; therefore the Company has not yet adopted any policy regarding the recognition of revenue or cost.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturity of three months or less to be cash equivalents.

Use of Estimates and Assumptions

Preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

AVI GROUP, INC.
(A Development Stage Enterprise)
NOTES TO THE UNAUDITED FINANCIAL STATEMENTS

March 31, 2014

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

Income Taxes

The Company follows the liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax balances. Deferred tax assets and liabilities are measured using enacted or substantially enacted tax rates expected to apply to the taxable income in the years in which those differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the date of enactment or substantive enactment.

Net Loss per Share

Basic loss per share includes no dilution and is computed by dividing loss available to common stockholders by the weighted average number of common shares outstanding for the period. Dilutive loss per share reflects the potential dilution of securities that could share in the losses of the Company. Because the Company does not have any potentially dilutive securities, the accompanying presentation is only of basic loss per share.

AVI GROUP, INC.
(A Development Stage Enterprise)
NOTES TO THE UNAUDITED FINANCIAL STATEMENTS

March 31, 2014

NOTE 3 – GOING CONCERN

The Company's financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. Currently, the Company has a working capital deficit of \$50,000, and an accumulated deficit of \$10,050,000. The Company does not have a source of revenue sufficient to cover its operation costs giving substantial doubt for it to continue as a going concern. The Company will be dependent upon the raising of additional capital through placement of our common stock in order to implement its business plan, or merge with an operating company. There can be no assurance that the Company will be successful in either situation in order to continue as a going concern. The Company is funding its initial operations by way of issuing Founder's shares.

The officers and directors have committed to advancing certain operating costs of the Company, including Legal, Audit, Transfer Agency and Edgarizing costs

NOTE 4 – CAPITAL STOCK

The Company's capitalization is 10,000,000,000 common shares with a par value of \$0.001 per share, and 5,000,000 preferred shares with a par value of \$0.001 per share.

As of March 31, 2014, the Company has not granted any stock options and has not recorded any stock-based compensation.

AVI GROUP, INC.
(A Development Stage Enterprise)
NOTES TO THE UNAUDITED FINANCIAL STATEMENTS

March 31, 2014

NOTE 5 – INCOME TAXES

We did not provide any current or deferred U.S. federal income tax provision or benefit for any of the periods presented because we have experienced operating losses since inception. Accounting for Uncertainty in Income Taxes when it is more likely than not that a tax asset cannot be realized through future income the Company must allow for this future tax benefit. We provided a full valuation allowance on the net deferred tax asset, consisting of net operating loss carry forwards, because management has determined that it is more likely than not that we will not earn income sufficient to realize the deferred tax assets during the carry forward period.

	<u>March 31, 2014</u>
Net operating loss carry forward	\$0
Effective Tax rate	<u>35%</u>
Deferred Tax Assets	<u>0</u>
Less: Valuation Allowance	<u>0</u>
Net deferred tax asset	<u>\$0</u>

NOTE 6 – PRIOR FINANCIAL STATEMENTS

The Company had no significant revenues since the last financial statements filings on March 31, 2011 until the current financial statements on April 1, 2014 when a change of control of the Company took place. The Company is a development stage, investment and holdings Company. The Company's expansion into Mexico was unsuccessful and as such no financials for the Company were prepared or filed.

AVI GROUP, INC.
(A Development Stage Enterprise)
NOTES TO THE UNAUDITED FINANCIAL STATEMENTS

March 31, 2014

NOTE 7 - SUBSEQUENT EVENTS

On April 1, 2014 a change of control of the Company took where Marijuana Incubator Group, Inc. acquired 5,265,051,758 common shares of the Company. The Company remains a development stage, investment and holdings Company.