

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

SECURITIES EXCHANGE ACT OF 1934

AV1 GROUP, INC.

DATED: May 20, 2015

CUSIP NUMBER 00241Q 20 0

ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF AV1 GROUP, INC. ("*COMPANY*" or "*ISSUER*") 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-ll 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.

1. Name of Issuer and its Predecessors (if any):

AV1 Group, Inc.

2. Address of the Issuer's Principal Executive Offices:

COMPANY HEADQUARTERS
7660-H Fay Avenue, Suite 312
La Jolla, CA 92037
844-763-5848
info@av1group.com
www.av1group.com

IR CONTACT
7660-H Fay Avenue, Suite 312
La Jolla, CA 92037
844.763.5848
info@av1group.com
www.av1group.com

3. Security Information:

Trading Symbol:	AVOP
Exact Title and Class of Securities Outstanding:	Common
CUSIP:	00241Q 20 0
Par or Stated Value:	$.00001
Total Shares Authorized:	15,000,000,000 as of March 31, 2015
Total Shares Outstanding:	4,347,418,242 as of March 31, 2015

Additional Class of Securities (if necessary):

Trading Symbol:	N/A
Exact Title and Class of Securities Outstanding:	Preferred
CUSIP:	N/A
Par or Stated Value:	$.0001
Total Shares Authorized:	5,000,000 as of March 31, 2015
Total Shares Outstanding:	None as of March 31, 2015

Name and address of transfer agent

Pacific Stock Transfer
4045 South Spencer Street, Suite 403
Las Vegas, NV 89119

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

List any restrictions on the transfer of security:

None

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

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within 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 equity securities, including debt convertible into equity 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.);

ISSUANCE DUE TO DEBT CONVERSION
June 24, 2014; 1,000,000,000 common shares; $20,000 in convertible debt to: Andrew Fellner 100,000,000; Stephen Hayden 100,000,000; Titan Mercantile Ltd. 375,000,000; Six-Twenty Capital Management, LLC 375,000,000; Nutmeg State Realty, LLC 25,000,000 and Joseph Passalaqua 25,000,000.

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

N/A

C. The number of shares offered;

N/A

D. The number of shares sold;

N/A

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

N/A

F. The trading status of the shares; and

Free Trading

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.

All restrictive legends related to the shares listed in subsection (A) above were removed when issued pursuant to Rule 144.

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

A. Balance sheet;
B. Statement of income;
C. Statement of Stockholders' Equity (Deficit)
D. Statement of cash flows;
E. Financial statement notes;

FINANCIAL STATEMENTS AND FOOTNOTES ARE APPENDED TO THIS DOCUMENT

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

A. description of the issuer's business operations;

Since its inception, the Company is an investment and holdings group. Through its acquisition of Marijuana Incubator Group, Inc., a Wyoming corporation, on April 1, 2014, the Company focused its investment and holdings to identify, secure, and monetize emerging growth companies in a number of sectors that include cannabis related technologies and ecommerce businesses.

For more information visit: http://www.av1group.com.

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

April 23, 1998; Florida

C. the issuer's primary and secondary SIC Codes;

7380

D. the issuer's fiscal year end date;

December 31

E. principal products or services, and their markets;

AV1 Group, Inc. is a publicly traded investment and holding company established to identify, secure, and monetize emerging growth companies, technologies and ecommerce businesses positioned for exponential growth. The Company seeks to discover inspired entrepreneurs with revolutionary concepts which can make a substantial footprint in markets that the Company believes to have considerable growth potential. AV1 Group, Inc.'s comprehensive business model also includes a division which delivers internally created projects that are poised for revenue generation, and a platform enabling the Company to develop embryonic stage subsidiaries under one umbrella, bringing a spectrum of backgrounds to the table, thus providing a significant resource of experience, knowledge and expertise to every venture. AV1 Group, Inc. explores every opportunity to help each sector exceed their revenue goals while building close, active working relationships; preparing each respective division to be a robust competitor in their chosen markets. For more information visit: http://www.av1group.com/

GrowthSpectrum

The GrowthSpectrum product line is an array of industry specific, state-of-the-art lighting equipment that will be marketed to the cannabis industry. The Company's strategic partnership with the LED manufacturer, branded under the GrowthSpectrum line, allows entry into a fast growing market with minimal overhead. This will enable the Company to spearhead into producing revenue. **CannaLighting** will be targeting grow houses nationally in an effort to deliver the GrowthSpectrum brand of LEDs.

Cannalighting

The CannaLighting sector of the corporate structure is actively building strategic relationships in the LED sector in accordance with a marketing model that, while requiring a minimal budget to launch, will yield the potential opportunity to be able to provide solutions for an ever increasing number of grow houses and cultivation centers nationally.

The LED lighting sector is an intricate key to the indoor agricultural environments that these harvesting facilities represent, since the majority of these crops are grown indoors. U.S. retail cannabis sales will rise more than five-fold over the next five years, from an estimated $2.2-$2.6 billion in 2014 to $7.4-8.2 billion in 2018, according to an article recently published by Marijuana Business Daily.

Dental Cannatizer

The Company has signed a definitive agreement for the purchase of a cutting edge technology that the Company is rebranding as the "Dental Cannatizer"; a cutting edge dental cleansing tool which can provide superior results due to its revolutionary design and the integration of hemp oil infusing replacement cartridges.

This state-of-the-art device is unique in its design which utilizes increased water pressure to flush out harmful bacteria, plaque, and miniscule food particles which accumulate from millions of microscopic spaces located on the teeth and gum valleys where a toothbrush or floss can't reach. Conveniently constructed for use in the shower, its design includes the dispensing of hemp oil, which is highly recognized for its numerous holistic attributes.

The Cannatizer thoroughly cleans teeth and gums by flushing fissures and pits in teeth (the most common place for cavities) to remove bacteria, residues, and other contaminants, leaving teeth absolutely sparkling; allowing re-mineralization to occur naturally and organically with the restorative and medicinal qualities that hemp oil provides.

The antiseptic and anti-inflammatory benefits of hemp oil are well known to contain unique properties that are very beneficial. With the marketing of this device, the Company is setting up a dual revenue source, revenues derived from the initial transaction, and the residual revenue to follow generated by the repeat sales of the replacement hemp infusion cartridges.

VaporHighUSA.com

VaporHighUSA was launched in 2014. Committed to creating a foundation of success and growth, we are determined to deliver cutting-edge quality products to consumers with a dynamic green focus. Our blogs are designed to educate and empower our members in respect to what new and revolutionary technology is hitting the market in the vaping industry. VaporHighUSA offers top quality and cutting edge products, outstanding customer service and competitive pricing. The Company provides in excess of 60 brands and over 200 products with preferential options. The internet resource is designed to educate consumers with data on the pro's and con's of our hand selected products. Our viewers will have all the information at their fingertips to act as one-stop-shop for all their vaporizing needs while being educated and updated on new products continually. We invite you to visit our online community, and welcome all to read our blogs and discover for yourself why and how we are distinct and exclusive in the market.

Lawster.com

Lawster puts consumers and small businesses in contact with legal services and service providers. The website is designed to assist consumers and small businesses with the discovery of viable solutions for a wide spectrum of legal facets. Ultimately, the site will be developed into a comprehensive resource facilitating a nationwide database of legal professionals, with corresponding ratings; including the listing of attorneys, paralegals, bail bondsmen, among other legal resources. Lawster.com is here to assist you in protecting your rights. We can help you with any or all of your legal needs from patents and trademarks to real estate to criminal defense; we can assist you in finding the proper counsel for your specific need.

Hemptory.com

Hemptory is an engaging new online one stop destination for all hemp and cannabis related products and services. The cutting edge business directory is designed to cater to a broad spectrum of wholesale suppliers and distributors, facilitating a robust availability of retail products and services in the various facets of the rapidly developing medical and recreational marijuana industry. Hemptory's inclusive business model is designed with a 3 tier accessibility structure that begins with a free membership level, and continues with paid "elite" and ultimately "featured" service memberships levels, encouraging everyone on a wholesale or retail level to participate. More details pertaining to services and benefits will be forthcoming as progress continues.

Marijuana Incubator Group

Marijuana Incubator Group, Inc. ("MIG"), a Wyoming corporation, is a wholly-owned subsidiary of the Company.[1] MIG's comprehensive business model includes a division that delivers internally created projects that are poised for revenue generation, and a platform enabling the Company to develop and acquire embryonic stage subsidiaries under one umbrella, bringing a spectrum of backgrounds to the table, thus providing a significant resource of experience, knowledge and expertise to every venture. MIG. explores every opportunity to help each sector exceed their revenue goals while building close, active working relationships; preparing each respective division to be a robust competitor in their chosen markets.

[1] We recently engaged Synergen Law Group as our new legal counsel. In reviewing the Company's records, counsel recently informed us that the transactional documents concerning our purchase of MIG were incomplete. Neither the Company nor MIG were aware of this fact, and have at all times since April 2014 treated MIG as the Company's wholly-owned subsidiary. Our legal counsel is in the process of preparing the necessary paperwork to effectuate the purchase of MIG. We are informed that such transactional documents may include a promissory note and a share exchange agreement with the shareholders of MIG. Accordingly, we plan to issue shares of our stock within the next 30 days pursuant to a share exchange agreement with MIG's shareholders.

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 maintains office space in San Diego, California provided by the officers of the Company at no cost, which is adequate for its current needs.

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.

Bryen Beglinger, President, Treasurer and Director
Lisa Landau, Vice President, Secretary and Director
Heather Atkins, Chief Information Officer
Moussa Traore, Beneficial Owner of 23.1% of the Company's outstanding common stock.[2]

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] As of March 31, 2015, See Section 8(C) Below.

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.

   On April 1, 2014, Marijuana Incubator Group, Inc. , a Wyoming corporation, acquired 7,859,375,858 restricted common shares of the Company and through a Plan of Merger, became a wholly-owned subsidiary of the Company. On October 28, 2014, the selling shareholders of MIG canceled 1,633,000,000 common shares and returned the stock to treasury. On February 19, 2015, the selling shareholders of MIG cancelled 5,189,581,758 common shares and returned to the stock to treasury. The selling shareholders of MIG have elected to place the remaining 1,006,794,100 restricted common shares of the Company into an escrow for future issuances, including, but not limited to: officers, directors, employees, acquisitions and funding purposes. This escrow will be managed by Board of Directors of the Company.

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: Karen Batcher
Firm: Synergen Law Group
819 Anchorage Place, Suite 28
Chula Vista, CA 91914
Tel. 619.475.7882
Fax 866.352.4342
kbatcher@synergenlaw.com

Accountant or Auditor
Name: Ludlow Harrison CPA
311 F Street, Suite 300
Chula Vista, Ca 91910
Office 619-427-5555 Fax 619-427-5530

Investor Relations Consultant
AV1 Group, Inc.
844.763.5848
info@AV1Group.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, Bryen Beglinger, certify that:

1. I have reviewed this quarterly disclosure statement of AV1 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 20, 2015

/S/ Bryen Beglinger

_____

Bryen Beglinger, President and CEO

AV1 Group, Inc.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	March 31, 2015
Current Assets	
Checking/Savings	
First Bank	$ 1,092
Total Checking/Savings	1,092
Total Current Assets	1,092
Other Assets	
Acquisition	82,200
Total Other Assets	82,200
Total Assets	$ 83,292
Liabilities	
Current Liabilities	
Accounts Payable	
Account Payable	$ 13,809
Total Accounts Payable	13,809
Total Current Liabilities	13,809
Long Term Liabilities	
Convertible Loans Payable	155,436
Total Long Term Liabilities	155,436
Total Liabilities	169,245
Equity	
Capital Stock	93,337
Paid in capital	9,000
Retained Earnings	(82,296)
Net Income	(20,041)
Total Equity	(85,953)
Total liabilities and stockholder's equity	$ 83,292

See accompanying notes to audited financial statements.

AV1 Group, Inc.
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(Unaudited)

	March 31, 2015
Revenues	$ 2,021
Cost of Revenues	1,344
Gross Profit	677
Operating Expenses	
Advertising and Promotion	13,395
Miscellaneous Expense	247
Professional Fees	5,865
G&A	1,211
Total Expense	20,718
Net Income	$ (20,041)
Net Income per Share	$ (0.00)
Weighted Average shares Outstanding	4,347,418,242

See accompanying notes to audited financial statements.

AV1 Group, Inc.
Statement of Shareholder's Equity
(Unaudited)

	Common Stock Number of Shares	Amount	Additional Paid in Capital	Accumulated Earnings (deficit)	Total
Stock Issued for cash	1,100,000,000	11,000	9,000		20,000
Shares Issued to Acq. Shareholders	8,223,700,000	82,337			82,337
Net loss for three months ended 3/31/2015				(20,041)	(20,041)
Shares Retired	5,000,000,000				
Balance, 3/31/ 2015	4,333,700,000	93,337	9,000	(20,041)	(102,337)

See accompanying notes to audited financial statements.

AV1 Group, Inc.
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

	March 31, 2015
OPERATING ACTIVITIES	
Net Income	$ (20,041)
Adjustments to reconcile Net Income to net cash provided by operations:	
Account Payable	13,809
Net cash provided by Operating Activities	(6,232)
INVESTING ACTIVITIES	
Acquisition	(82,200)
Net cash provided by Investing Activities	(82,200)
FINANCING ACTIVITIES	
Convertible Loan Payable	155,436
Capital Stock	11,000
paid in capital	9,000
Net cash provided by Financing Activities	175,436
Net cash increase (decrease) for period	990
Cash at beginning of period	102
Cash at end of period	$ 1,092

See accompanying notes to audited financial statements.

AVI GROUP, INC.
NOTES TO THE CONSOIDATED
UNAUDITED FINANCIAL STATEMENTS
MARCH 31, 2015

NOTE 1 – NATURE OF OPERATIONS AND BASIS OF PRESENTATION

AV1 Group, Inc. is a development stage investment and holdings company. The Company was originally organized as a Florida corporation on April 23, 1998. Since its inception, the Company is an investment and holdings group. Through its acquisition of Marijuana Incubator Group, Inc., a Wyoming corporation, on April 1, 2014, and the Company focused its investment and holdings to identify, secure, and monetize emerging growth companies in a number of sectors that include cannabis related technologies and ecommerce businesses. For more information visit: http://www.av1group.com.

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 La Jolla, 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.

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.

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. The had a net loss for the three months ended March 31, 2015 was $(20,041). 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.

NOTE 4 – CAPITAL STOCK

The Company's capitalization is 15,005,000,000 common shares with a par value of $0.00001 per share, and 5,000,000 preferred shares with a par value of $0.0001 per share.

As of March 31, 2015, the Company has not granted any stock options and has not recorded any stock-based compensation.

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.

	March 31, 2015
Net operating loss carry forward	$_____
Effective Tax rate	35%
Deferred Tax Assets	0
Less: Valuation Allowance	0
Net deferred tax asset	$0

NOTE 5 – CONVERTIBLE LOANS PAYABLE

Six-Twenty Capital Management, LLC	$105,936
Erika Yesenia Peralta Hernandez	$ 30,000
STBV	$ 10,000
Hayden	$ 9,500

NOTE 6 – SUBSEQUENT EVENTS

None.