# Vapor Group, Inc.

## Initial Disclosure Statement

## July 5, 2016

**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.

Vapor Group, Inc. from April 29, 2014 to the present.
AvWorks Aviation Corp. from November 30, 2011 to April 29, 2014.

**2) Address of the issuer's principal executive offices**

Company Headquarters
Address 1: 20725 NE 16th Avenue, Unit A48
Address 2: Miami, Florida 33179
Phone: 954-792-8450
Email: info@vaporgroup.com
Website(s): www.vaporgroup.com

IR Contact: None
Address 1: None
Address 2:
Address 3:
Phone: None
Email: None
Website(s): None

**3) Security Information**

Trading Symbol: VPOR
Exact title and class of securities outstanding: Common stock
CUSIP: 922101100
Par or Stated Value: $.001 per share
Total shares authorized: 8,000,000,000 as of: 7/5/16
Total shares outstanding: 3,984,964,612 as of: 7/5/16

Additional class of securities :
Trading Symbol: None
Exact title and class of securities outstanding: Preferred stock, Series A and B
CUSIP: None
Par or Stated Value: $.001
Total shares authorized: 15,000,000 as of: 7/5/16
Total shares outstanding: 1,350,000 as of: 7/5/16

Transfer Agent
Name: Vstock Transfer
Address 1: 18 Lafayette Place
Address 2: Woodmere, New York 11598
Phone: (212) 828-8436

Is the Transfer Agent registered under the Exchange Act?* Yes: X 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:

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.);

None

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

Non-applicable

C. The number of shares offered;

Non-applicable

D. The number of shares sold;

Non-applicable

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

Non-applicable

F. The trading status of the shares; and

Non-applicable

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.

From January 1, 2014 through the period ending March 31, 2016, the following events, which do not constitute an offering, have resulted in changes in total shares of common stock outstanding:

| Shareholder | Shares Issued | Issuance Date | Consideration | Restricted |
|---|---|---|---|---|
| Private Investment Firms | 22,000,000 | 2/24/2014 | Debt Conversions | No |
| Accurate Venture, Inc. | 2,333,334 | 4/8/2014 | For Acquisition | Yes |
| Private Investment Firm | 9,000,000 | 5/21/2014 | Debt Conversion | No |
| Frank Anthony, LLC | 154,987 | 6/24/2014 | Services* | Yes |
| Private Investment Firm | 15,000,000 | 8/21/2014 | Debt Conversion | No |
| Tangiers Investment Group | 5,208,333 | 9/19/2014 | Debt Conversion | No |
| DK Innovative Products | 200,000 | 9/15/2014 | Services* | Yes |
| Aleda Group, Inc. | 200,000 | 9/15/2014 | Services* | Yes |
| M. LaBarbera | 150,000 | 9/15/2014 | Services* | Yes |
| Private Investment Firm | 18,000,000 | 8/22/2014 | Debt Conversion | Yes |
| Vapor Excellence, LLC | 5,000,000 | 9/23/2014 | Services* | Yes |
| KBM Worldwide, Inc. | 12,372,414 | 9/26-30/2014 | Debt Conversions | Yes |
| Private Investment Firm | 10,000,000 | 10/2/2014 | Debt Conversion | No |
| Tangiers Investment Group | 7,836,991 | 10/3/2014 | Debt Conversion | No |
| Beaufort Capital Partners | 6,841,817 | 10/6/2014 | Debt Conversion | No |
| Private Investment Firms | 34,500,000 | 10/7-14/2014 | Debt Conversion | No |
| Tangiers Investment Group | 4,788,961 | 10/14/2014 | Debt Conversion | No |
| Private Investment Firms | 35,500,000 | 10/20-23/2014 | Debt Conversion | No |
| Tangiers Investment Group | 5,391,239 | 10/27/2014 | Debt Conversion | No |
| Magna Equities II, LLC | 12,149,293 | 10/28 -11/6/2014 | Debt Conversion | No |
| Private Investment Firm | 20,000,000 | 11/6/2014 | Debt Conversion | No |
| Magna Equities II, LLC | 10,060,162 | 11/14/2014 | Debt Conversion | No |
| Private Investment Firm | 21,000,000 | 11/17/2014 | Debt Conversion | No |
| Magna Equities II, LLC | 10,204,082 | 11/19/2014 | Debt Conversion | No |
| Adar Bays LLC | 1,020,408 | 11/24/2014 | Debt Conversion | No |
| LG Capital Funding, LLC | 15,623,936 | 11/24/2014 | Debt Conversion | No |
| Magna Equities II, LLC | 9,920,635 | 11/26/2014 | Debt Conversion | No |
| KBM Worldwide, Inc. | 4,054,054 | 12/1/2014 | Debt Conversion | No |
| Adar Bays LLC | 1,937,046 | 12/2/2014 | Debt Conversion | No |
| KBM Worldwide, Inc. | 16,062,972 | 12/3-4/2014 | Debt Conversions | No |
| Magna Equities II, LLC | 10,157,867 | 12/4/2014 | Debt Conversion | No |
| Tangiers Investment Group | 12,500,000 | 12/5/2014 | Debt Conversion | No |
| Adar Bays LLC | 2,564,103 | 12/8/2014 | Debt Conversion | No |
| Private Investment Firm | 25,000,000 | 12/8/2014 | Debt Conversion | No |
| Magna Equities II, LLC | 23,041,475 | 12/9/2014 | Debt Conversion | No |
| Adar Bays LLC | 4,478,442 | 12/10/2014 | Debt Conversion | No |
| Private Investment Firm | 27,000,000 | 12/10/2014 | Debt Conversion | No |
| Magna Equities II, LLC | 24,446,773 | 12/12/2014 | Debt Conversion | No |
| Adar Bays LLC | 5,291,005 | 12/15/2014 | Debt Conversion | No |
| Magna Equities II, LLC | 25,307,366 | 12/17/2014 | Debt Conversion | No |
| JMJ Financial | 15,000,000 | 12/18/2014 | Debt Conversion | No |
| LG Capital Funding, LLC | 27,672,682 | 12/18/2014 | Debt Conversion | No |
| Adar Bays LLC | 6,349,206 | 12/22/2014 | Debt Conversion | No |
| Private Investment Firm | 34,000,000 | 12/23/2014 | Debt Conversion | No |

| | | | | |
|---|---|---|---|---|
| Echelon Media, LLC | 5,000,000 | 12/23/2014 | Services* | Yes |
| Private Investment Firm | 39,000,000 | 12/29/2014 | Debt Conversion | No |
| | | | | |
| Private Investment Firm | 125,000,000 | 3/25/2015 | Debt Conversion | No |
| Tonaquint, Inc. | 82,100,592 | 4/3/2015 | Debt Conversion | No |
| Private Investment Firm | 132,000,000 | 4/6/2015 | Debt Conversion | No |
| Black Mountain Equities | 30,000,000 | 4/7/2015 | Warrant Exercise | No |
| Magna Equities II, LLC | 45,454,545 | 4/10/2015 | Debt Conversion | No |
| Private Investment Firm | 132,000,000 | 4/13/2015 | Debt Conversion | No |
| Cardinal Capital Group, Inc. | 94,276,090 | 4/14-21/2015 | Debt Conversions | No |
| LG Capital Funding, LLC | 10,820,000 | 4/21/2015 | Debt Conversion | No |
| Magna Equities II, LLC | 38,961,039 | 4/21/2015 | Debt Conversion | No |
| JMJ Financial | 25,000,000 | 4/22/2015 | Debt Conversion | No |
| Magna Equities II, LLC | 38,961,039 | 4/30/2015 | Debt Conversion | No |
| JMJ Financial | 28,000,000 | 5/1/2015 | Debt Conversion | No |
| LG Capital Funding, LLC | 23,733,494 | 5/4/2015 | Debt Conversion | No |
| Tonaquint, Inc. | 97,027,972 | 5/4/2015 | Debt Conversion | No |
| Private Investment Firms | 177,000,000 | 5/8-12/2015 | Debt Conversions | No |
| JMJ Financial | 50,448,555 | 5/13/2015 | Debt Conversion | No |
| Private Investment Firm | 130,000,000 | 5/19/2015 | Debt Conversion | No |
| Auctus Private Equity Fund | 180,367,681 | 11/19/2015 | Debt Conversion | Yes |
| | | | | |
| Private Investment Firm | 189,000,000 | 3/16/2016 | Debt Conversion | No |

*Restricted shares of common stock of the Issuer were provided in return for services to the company.

**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 otciq.com in the field below.

The most recent information for the Issuer's applicable period ending March 31, 2016, is available on OTCMarkets.com as an "Interim Financial Report", and is hereby incorporated herein by reference.

In addition, the unaudited financial statements of the Issuer for the fiscal/calendar years 2014 and 2015 are available on OTC Markets.com as “Annual Reports”, “Financial Statements”, and are hereby incorporated herein by reference.

The Issuer voluntarily filed Form 15 with the SEC on July 5, 2016 in order to cease reporting obligations under Rule 12g-4(a)(2) of the Securities Exchange Act of 1934.

## 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;

Vapor Group, Inc. is in the business of designing, developing, manufacturing and marketing nationwide high quality, vaporizers and e-cigarette brands and specially formulated, high purity “Made in the USA” e-liquids that are formulated specifically for it, either with and without nicotine. These products are sold under the Vapor Group, Total Vapor, Vapor 123 and Vapor Products brands. Also, the Company, through its subsidiary, Smart Wheels, Inc. imports and markets nationally the “Whizboard” brand of scooters. Vapor Group also owns and operates VGR Media, Inc., an online interactive advertising agency. In 2016, the Company began the process of expanding its product lines by the addition of new, cutting-edge electronic products, which the Company wholesales and sells directly via retail nationally; such products are made for the Company by third-party manufacturers under specific manufacturing agreements. Going forward, the Company will increasing focus on buy/sell products that it will distribute at both wholesale and retail in the continental U.S.

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

The Issuer was originally incorporated on January 15, 1990 as “Creemore Star Printing, Inc.” under the laws of Canada. On June 15, 2003 it changed its name to "Smitten Press: Local Lore and Legends, Inc." On May 8, 2007 it re-domesticated to Nevada as “Smitten Press: Local Lore and Legends, Inc.” On April 30, 2010, it changed its name to DataMill Media Corp., effective at the close of business on June 30, 2010.

On September 2, 2011, the issuer entered into a Share Exchange Agreement with Young Aviation, LLC. On November 10, 2011, it changed its name to AvWorks Aviation Corp., effective November 30, 2011,

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

2100 - Tobacco Products, E-cigarettes
3999 – Manufacturing Industries, Not Elsewhere Classified
5199 – Wholesale of Nondurable Goods, Not Elsewhere Classified
5963 – Direct Retail Sales

D. the issuer’s fiscal year end date;

December 31

E. principal products or services, and their markets;

Vapor Group, Inc. designs, develops, manufactures and markets nationwide high quality, vaporizers and e-cigarette brands and specially formulated, high purity “Made in the USA” e-liquids that are formulated with and without nicotine. These products are sold under the Vapor Group, Total Vapor, Vapor 123 and Vapor Products brands. Also, the Company, through its subsidiary, Smart Wheels, Inc. markets nationally the “Whizboard” brand of scooters. Vapor Group also owns and operates VGR Media, Inc., an online interactive advertising agency. In 2016, the Company began the process of expanding its product lines by the addition of new, cutting-edge electronic products, which the Company wholesales and sells directly via retail nationally; such products are made for the Company by third-party manufacturers under specific manufacturing agreements.

## 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 Issuer leases 5,000 square feet of recently constructed commercial office and warehouse space at its address at 20725 NE 16th Avenue, Unit A48, Miami, Florida 33179. The condition of the property is excellent. The terms of the lease are for one year and renewal. (The issuer does not own in whole or part any real estate property.)

## 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.

Dror Svorai, President, Treasurer and Chief Executive Officer. Mr. Svorai is a founder in 2012 of Vapor Group, Inc., and its subsidiaries, Total Vapor Inc., Vapor 123, Inc. and Vapor Products, Inc. For the past two years he has overseen the day-to-to operations of these companies. In the ten years prior to 2012, Mr. Svorai has served in executive positions, including president and chief executive officer of several companies, and has maintained an ongoing involvement in several private real estate ventures. Before then, Mr. Svorai also was involved in investments of real estate, and was a business owner in the garment industry and the private jet industry. From 1997 until 2001, Mr. Svorai was the founder and chief executive officer of Ocean Drive of Orlando. From 1998 until 2003, Mr. Svorai was the founder and chief executive officer of Ocean Drive Fashion. From 2003 until 2006 Mr. Svorai was the founder and chief executive officer of the D & D Fashion Group Inc.

Yaniv Nahon, Vice President, Chief Operating Officer and Secretary, Mr. Nahon established the first e-cigarette retail business in Southwest Florida in 2008. Since 2008, he has remained focused on the development and marketing of e-cigarettes at both the wholesale and retail levels, owning an operating his own retail businesses. In 2012 he joined Vapor Group as Vice President and Chief Operating Officer having overall responsibility for product development, quality control and the supply chain.

Jorge Schcolnik. Vice President, Chief Financial Officer and a member of Board of Directors of the Issuer. During the past five years, Mr. Schcolnik has been involved in several large international companies. Mr. Schcolnik was one of the founders of Integral Bioenergies Systems SL, a company located in Spain, where he was involved in its restructure and ultimate sale in 2008. Mr. Schcolnik was associated with E-Libro Corp. for which he deployed the digital publishing market in Argentina. He was also associated with the Federal and City of Buenos Aires Government for the company's academic platform. Since 2010, Mr. Schcolnik has been an officer in Advanced Envirotec Corp., Advanced Copisa Environmental Corp. and other environmental remediation companies. Since 1995, Mr. Jorge Schcolnik has also been representing the State of Buenos Aires, Argentina, within the United States in a number of capacities Commencing 1999, Mr. Schcolnik acted as the chief advisor to the Small and Medium Sized Enterprises Secretariat of the Republic of Argentina based in the United States. Mr. Schcolnik held

that position until 2001. During 2001, Mr. Schcolnik participated as a co-founder of Enterprise Buenos Aires Corp., which was later transformed into EBA PLC Corp., a company dedicated to the development of power-line communications. EBA PLC Corp. became a prominent company within the power line communications industry as after two years it was sold in a transaction involving several million US Dollars. Mr. Schcolnik was born in Buenos Aires, Argentina, in 1945 and moved to the United States in September 1995.

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.

| Title of Class of Stock | Name and Address Of Beneficial Owner | Amount and Nature of Beneficial Ownership | Percent Of Class |
|---|---|---|---|
| Series A Preferred* | Dror Svorai | 1,000,000 | 100 |
| Series B Preferred | Dror Svorai | 262,500 | 75 |
| Series B Preferred | Yaniv Nahon | 87,500 | 25 |
| **Officers and Directors:** | | | |
| Series A Preferred | Dror Svorai | 1,000,000 | 100 |
| Series B Preferred | Dror Svorai | 262,500 | 75 |
| Series B Preferred | Yaniv Nahon | 87,500 | 25 |
| **All Officers and Directors as a Group:** | | | |
| Series A Preferred | Dror Svorai | 1,000,000 | 100 |
| Series B Preferred | Dror Svorai | 262,500 | 75 |
| Series B Preferred | Yaniv Nahon | 87,500 | 25 |
| Common | Jorge Schcolnik | 1,000,000 | < 1 |

* Each share of Series A Preferred Stock has voting rights equivalent to 10,000 shares of common stock in any election of the shareholders for any purpose and is not convertible into common stock. Each share of Series B

Preferred Stock is convertible into 1,800 shares of common stock and has voting rights equivalent to 1,800 shares of common stock in any election of the shareholders for any purpose.

**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: Matheau J.W. Stout, Esq.
Firm: Matheau J.W. Stout, Esq., Attorney at Law
Address 1: 400 East Pratt Street
Address 2: 8th Floor
Address 3: Baltimore, Maryland 21202
Phone: (410)429-7076
Email: mjwstout@gmail.com.

Accountant or Auditor
Name: None
Firm: None
Address 1: None
Address 2: None
Phone: None
Email: None

Investor Relations Consultant
Name: None
Firm: None
Address 1: None
Address 2: None
Phone: None
Email: None

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.
Name: None
Firm: None
Address 1: None
Address 2: None
Phone: None
Email: None

**10) Issuer Certifications**

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, Dror Svorai, President, Secretary and Treasurer of Vapor Group, Inc. certify that:

1. I have reviewed this initial disclosure statement and the financial reports cited in Section 5 above of Vapor 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.

July 5, 2016

/s/Dror Svorai [President, Secretary and Treasurer]

I, Jorge Schcolnik, Chief Financial Officer of Vapor Group, Inc. certify that:

1. I have reviewed this initial disclosure statement and the financial reports cited in Section 5 above of Vapor 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.

July 5, 2016

/s/Jorge Schcolnik [Chief Financial Officer]