ISSUER INFORMATION DISCLOSURE

April 22, 2011

SK3 Group, Inc.

(a Delaware Corporation)

TRADING SYMBOL: SKTO
CUSIP NUMBER: 78440L 10 7

ISSUER'S EQUITY SECURITIES:

Voting Common Stock, $0.0001 par value

Authorized Common Shares: 500,000,000

Issued and Outstanding Common Shares: 362,050,303

Authorized Preferred Shares: 5,000,000

Issued and Outstanding Preferred Shares: None

TRANSFER AGENT:

InterWest Transfer Company, Inc.
1981 Murray Holladay Road
Suite 100
P.O. Box 17136
Salt Lake City, UT 84117
Telephone 801-272-9294
Facsimile 801-277-3147

We are not a reporting company under the Securities & Exchange Act of 1934; therefore the exemption offered pursuant to Rule 144 is not available unless substantially equivalent public information regarding the company is otherwise available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction.

SK3 Group, Inc.

April 22, 2011

Information required for compliance with the provisions of the Pink Sheets, LLC, Guidelines for Providing Adequate Current Information

ISSUER'S INITIAL DISCLOSURE OBLIGATIONS

PART A
GENERAL COMPANY INFORMATION

Item I: **The exact name of the Issuer and its predecessor (if any) and the dates of any name changes.**

Name of Issuer: SK3 Group, Inc.

Predecessor Entities:
CTT International Distributors, Inc. (until May, 2007)

Item II: **The address of its principal executive offices.**

1365 N. Courtenay Parkway
Suite A
Merritt Island, FL 332953

i. Telephone Number: (321) 452-9091
Fax Number: (321) 452-9093
ii. Website URL: www.sk3group.com
iii. Person responsible for Issuer's investor relations:

Hongshin Pan
1365 N. Courtenay Pkwy., Ste. A
Merritt Island, FL 332953
Telephone: (321) 452-9091
E-Mail: info@sk3groupinc.com

Item III: **The state and date of incorporation, if it is a corporation.**

SK3 Group, Inc. is a Delaware Corporation, which was formed by the filing of Articles of Incorporation on January 14, 2000.

Item IV: **The exact title and class of securities outstanding.**

Common Stock, par value $0.0001

Item V: **Par or stated value and description of the security.**

Common Stock, Par Value $0.0001

Item VI: **Number of shares or total amount of the securities outstanding for each class or securities authorized.**

(i)	Period end date:	March 31, 2010
(ii)	Number of shares authorized:	500,000,000
(iii)	Number of shares outstanding:	362,050,303
(iv)	Freely tradable shares (public float):	298,902,135
(v)	Total number of beneficial shareholders:	2,900
(vi)	Total number of shareholders of record:	125

There are also 5,000,000 shares of $0.0001 par value preferred shares authorized, but not yet issued.

Item VII: **The name and address of the transfer agent, if the security is not listed on any exchange, the transfer agent must be registered under the Exchange Act.**

InterWest Transfer Company, Inc.
1981 Murray Holladay Road, Suite 100
P.O. Box 17136
Salt Lake City, UT 84117

This transfer agent is registered under the Exchange Act. The regulatory authority of this transfer agent is the Securities and Exchange Commission.

Item VIII: **The nature of the Issuer's business.**

A. Business Development

1. The form of the organization of the Issuer;

SK3 Group, Inc. is a Delaware corporation.

2. The year the Issuer (or any predecessor) was organized;

SK3 Group, Inc. was incorporated in Delaware on January 14, 2000 as Slabsdirect.com, Inc. and changed its corporate name to CTT International Distributors, Inc. on January 7, 2005, and again changed its corporate name to SK3 Group, Inc. on May 14, 2007.

3. The Issuer's fiscal year end date:

The Issuer's fiscal year end date is December 31.

4. Whether the Issuer (and/or any predecessor) has been in bankruptcy, receivership or any similar proceeding;

Neither the Issuer nor any predecessor has been in bankruptcy, receivership or any similar proceeding.

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business;

In March 2010, SK3 Group, Inc. agreed to acquire two healthcare providers, Medical Billing Specialists, Inc. and Angels of the Valley Hospice Care, LLC, both based in the Los Angeles, CA area.

In December 2010, SK3 Group, Inc. agreed to acquire PRN Staffing Services, Inc. ("PRN") from Healthcare of Today, Inc. for 100,000,000 shares of common stock and 5,000,000 shares of voting preferred stock with a non-dilutive vote of 51 percent of total votes of all classes of stock. In early 2011, the Company agreed to acquire Healthstaff Training Institute and W&M Medical Management. The Company currently operates as a holding company providing administrative, financial, legal, HR and similar services to three operating subsidiaries, PRN Staffing, W&M Management and Healthstaff Training Institute.

6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the Issuer to make payments;

None

7. Any change of control;

In March 2010, Healthcare of Today, Inc. acquired 60,000,000 shares of SK3 Group, Inc., representing majority control. Currently, the remaining portion of those shares still held by Healthcare of Today, Inc. represent only 15.4 percent of the outstanding common shares. With the additional shares issued as a result of the acquisition of PRN in January 2011, Healthcare of Today will 160,000,000 million common shares, or 32.7 % of the common shares then issued, and all of the preferred shares, which will have an undiluted 51% of the vote on all matters on which shareholders are entitled to vote.

8. Any increase of 10% or more of the same class of outstanding equity securities;

In January 2011, the Board agreed to issue 100,000,000 shares of common stock to Healthcare of Today, Inc., which will represent 20.4 percent of the resulting common stock outstanding when issued as well as 5,000,000 preferred shares. The shares will be issued in April 2011..

In March, 2010, the Board issued 60,000,000 shares of common stock to Healthcare of Today, Inc. for an acquisition

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;

May 30, 2007 - 100 to 1 reverse stock split;
March 7, 2008 - 50 to 1 reverse stock split, and

In February 2011, the Company acquired all of the outstanding shares of PRN Staffing Services, Inc. ("PRN"), in exchange for 100,000,000 common shares and 5,000,000 voting preferred shares having a vote at all times equal to 51% of the total vote of all shares entitled to vote, and PRN is now a wholly-owned subsidiary. The shares required to be issued in the transaction have not yet been issued and will be issued in April, 2011. PRN's purchase price of $4,000,000 was determined by reference to the fair value of shares trading on the open market.

In March 2011, the Company also acquired all of the outstanding shares of W&M Medical Management, Inc. ("W&M"), in exchange for a convertible promissory note with an original principal amount of $4,300,000., and W&M became a wholly-owned subsidiary of the Company. The promissory note is payable within twelve (12) month of Closing and is convertible into that number of shares of SK3 common stock that equals $4,300,000 divided by 90 percent of the average share price of SK3 common stock at the close of trading .

In March, 2011, the Company acquired all of the outstanding shares of Healthstaff Training Institute, Inc.. ("Healthstaff"), in exchange for a convertible promissory note with an original principal amount of $630,000., and Healthstaff became a wholly-owned subsidiary of the Company. The promissory note is payable within twelve (12) month of Closing and is convertible into that number of shares of SK3 common stock that equals $630,000 divided by 90 percent of the average share price of SK3 common stock at the close of trading.

In April, 2011, the Company agreed to acquire all of the outstanding shares of Angel's Holding Corp. ("Angel's), in exchange for a convertible promissory note with an original principal amount of $1,100,500, and Angel's will became a wholly-owned subsidiary of the Company. The promissory note will be payable within twelve (12) month of Closing and will be convertible into that number of shares of SK3 common stock that equals $1,100,500 divided by 90 percent of the average share price of SK3 common stock at the close of trading. The acquisition is expected to close by the end of April, 2011.

In April, 2011, the Company agreed to acquire all of the outstanding member interests of Med-Ready Healthcare, LLC, a California Limited Liability Company ("MRH")., in exchange for a convertible promissory note with an original principal amount of $700,000, and MRH will became a wholly-owned subsidiary of the Company. The promissory note will be payable within twelve (12) month of Closing and will be convertible into that number of shares of SK3 common stock that equals $700,00 divided by 90 percent of the average share price of SK3 common stock at the close of trading. The acquisition is expected to close by the end of April, 2011.

10. Any delisting of the Issuer's securities by any securities exchange or deletion from the OTC Bulletin Board;

The company previously was a fully reporting company under Section 12(g) of the Securities Exchange Act of 1934. It was deregistered as of October 2009.

11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the Issuer that could have a material effect on the Issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

None

B. Business of Issuer

Health services.

1. The Issuer's primary and secondary SIC Codes:

Primary – 8000
Secondary – 8082, 8090

2. Whether the Issuer has never conducted operations, is in the development stage, or is currently conducting operations:

Holding company, managing and providing administrative, financial, HR and legal support to subsidiaries operating in the health services markets.

3. Whether the Issuer is or has at any time been a "shell company":

The Issuer filed a Form 15 terminating its reporting obligations in October 2009. It was not a shell corporation and did not report its status as a shell corporation on its last periodic filing before filing the Form 15. It is not now a shell company.

4. The names of any parent, subsidiary, or affiliate of the Issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement:

Healthcare of Today, Inc., a California corporation, holds a 16.7% voting interest in the Company, but it is not consolidated with the financial statements included in this report.

5. The effect of existing or probable governmental regulations on the business:

None

6. An estimate of the amount spent during each of the last two fiscal years on research and development activities, the extent to which the cost of such activities are borne directly by customers:

None

7. Costs and effects of compliance with environmental laws (federal, state and local):

Not applicable

8. The number of total employees and number of full-time employees:

The Company presently employs four part-time employees itself, and has approximately 15 employees in its subsidiaries.

Item IX: <u>The nature of products or services offered.</u>

A. Principal products or services and their markets:

The Company operates through wholly-owned subsidiaries in the medical services markets, providing healthcare staffing services, healthcare staff training and distribution of medical equipment.

B. Distribution methods of the products or services:

Not applicable

C. Status of any publicly announced new product or service:

None publicly announced.

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

There is substantial competition in the health services industry. Existing and new competitors may continue to improve their services and to introduce new services with competitive price and performance characteristics. Our competitors may be more highly capitalized than we are. We may enter additional competitive markets in our industry, and/or additional competitors may enter our existing markets.

E. Sources and availability of raw materials and the names of principal suppliers:

Not applicable

F. Dependence on one or a few major customers:

None

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

None

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

The health services industry is highly regulated.

Item X: <u>The nature and extent of the Issuer's facilities.</u>

The assets:

The Company and its subsidiaries operate primarily as service providers, so assets are minimal, other than cash and receivables.

Properties or facilities:

The Issuer has no owned properties of facilities. The Issuer leases office space in Merritt Island, Florida. The three subsidiaries lease office space at three separate California locations.

Location of principal plants and other property of the Issuer:

Florida and California

Description of the condition of the property(ies):

Not applicable

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:

The Issuer sub-leases office space in Merritt Island, Florida. The three subsidiaries lease office space at three separate California locations.

Item XI **<u>The name of the Chief Executive Officer. Members of the Board of Directors, as well as control persons.</u>**

A. Officers, Directors and Control Persons. Include the following for each such person:

Hongshin Pan is the Issuer's sole officer and director.

Director, Board Chairman, and Chief Executive Officer

1. *Full Name:* Hongshin Pan

2. *Business Address:*

   1365 N. Courtenay Pkwy., Ste. A
   Merritt Island, FL 32953

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

   Omnis Student Loans, Inc.,
   President, October 2004 – January 2006

   Priority Student Loans, Inc.
   Director of Operations, October 2003 – October 2004

4. *Board memberships and other affiliations:*

None

5. *Compensations by the Issuer:*

None until cash flow from operations increases.

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

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None

B. Legal/Disciplinary History. List whether any of the foregoing persons have, in the last 5 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;

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. Disclosure of Family Relationships. Describe any relationships among and

between the Issuer's directors, officers, persons nominated or chosen by the Issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the Issuer's equity securities:

Hongshin Pan also serves as Chief Operating Officer of Healthcare of Today, Inc., a major shareholder of the Company.

D. Disclosure of Related Party Transactions.

Healthcare of Today, Inc. has advanced funds to the Issuer for operational; expenses.

E. Disclosure of Conflicts of Interest. Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests.

None

Item XII. <u>Financial information for the Issuer's most recent fiscal period. The Issuer shall provide the following financial statements for the most recent fiscal period (whether fiscal quarter or fiscal year):</u>

1) Balance sheet;

See attached Exhibit A (fiscal years end 12-31-2010 and 2009)

2) Statement of income;

See attached Exhibit A (fiscal years end 12-31-2010 and 2009)

3) Statement of cash flows;

See attached Exhibit A (fiscal years end 12-31-2010 and 2009)

4) Statement of changes in stockholders' equity;

See attached Exhibit A (fiscal years end 12-31-2010 and 2009)

5) Financial notes;

See attached Exhibit A (fiscal years end 12-31-2010 and 2009)

6) Audit letter, if audited. Such financial statements are incorporated by reference.

N/A

Item XII. Similar financial information for such part of the two preceding fiscal years as the Issuer or its predecessor has been in existence.

Financial information for the fiscal years ended 12-31-2007 and 2008 has not been included as the Issuer was then an inactive company with no assets or income.

Item XIV. <u>Beneficial Owners.</u>

All persons beneficially owning more than five percent (5%) of any class of the Issuer's equity securities are as follows:

Healthcare of Today, Inc. currently holds 60 million shares of common stock, representing more than 16.7% of the outstanding votes on any matter submitted to a vote of shareholders. When the shares required to be issued for the acquisition of PRN Registry are issued at the end of April, 2011, Healthcare of Today will hold 160,000,000 million common shares (34.6% of the then outstanding common shares) and 5,000,000 preferred shares with the power to vote 51% of the total vote outstanding.

Healthcare of Today, Inc. is a California corporation whose address is:

Healthcare of Today, Inc.
2219 West Olive Avenue, Suite 266
Burbank, CA 95106

Healthcare of Today is a private corporation with approximately 350 to 400 shareholders. The principal (controlling) shareholder, through direct and indirect share ownership, is Henry Jan, 2219 W. live Ave, Suite 266, Burbank, CA 91506. Mr. Jan also serves as sole director and President and CEO. Hongshin Pan, who serves as the Issuer's sole officer and director, also serves as Chief Operating Officer of Healthcare of Today, Inc. and is a minority shareholder. Mr. Jan also serves as registered agent for Healthcare of Today, Inc., at the same address.

Item XV. <u>The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure:</u>

1. Investment Banker

None

2. Promoters

None

3. Counsel

William Haseltine
Haseltine Law Offices
1629 K St. NW, Suite 300
Washington, DC 20006

4. Accountant or Auditor

None selected yet.

5. Public Relations Consultant(s)

None

6. Investor Relations Consultant

None

7. Any other advisor(s)

None

Item XVI <u>Management's Discussion and Analysis or Plan of Operation.</u>

A. Plan of Operation.

1. Describe the Issuer's plan of operation for the next twelve (12) months including:

i. Cash requirements;

$ 500,000 Short Term Working Capital Needs which are expected to be raised through issue of convertible debt

ii. Research and development;

None

iii. Expected purchase or sale of plant and significant equipment;

The issuer plans to acquire additional medical services companies in 2011.

iv. Expected significant changes in the number of employees.

The Company presently employs four part-time employees itself, and has approximately 15 employees in its subsidiaries. The Issuer intends to continue acquiring companies in the medical field and, as those acquisitions take place, the number of employees employed by the Issuer will increase.

B. Management's discussion and analysis of financial condition and results of operations.

1. Trends, events or uncertainties likely to have a material impact on the Issuer's short-term or long-term liquidity;

It is uncertain that we will be able to raise capital to effect additional acquisitions.

2. Internal and external sources of liquidity;

Proposed acquisitions are expected to generate positive cash flow during 2011.

3. Material commitments for capital expenditures and the expected sources of funds for such expenditures;

It is uncertain that we will be able to raise capital to effect additional acquisitions.

4. Known trends, events or uncertainties that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;

There is substantial competition in the health services industry. Existing and new competitors may continue to improve their services and to introduce new services with competitive price and performance characteristics.

We may enter additional competitive markets in our industry, and/or additional competitors may enter our existing markets.

The regulatory environment is uncertain. Recent changes in federal regulations may take effect in the coming year, while others may not survive challenges via the courts.

5. Significant elements of income or loss that do not arise from the Issuer's continuing operations;

None anticipated at this time except from the acquisition of other health care service providers in 2011.

6. Causes for any material changes;

The Issuer intends to continue acquiring companies in the medical field.

7. Seasonal aspects;

None

C. Off-balance sheet arrangements.

None

Item XVII **<u>List of securities offerings and shares issued for services in the past two years.</u>**

The Company completed a Section 504 offering in 2010 for $5,000..

Item XVIII **<u>Material Contracts.</u>**

None

Item XIX **<u>Articles of Incorporations and Bylaws.</u>**

A. A complete copy of the Issuer's Articles of Incorporation.

The Articles of Incorporation and Amended Articles of Incorporation have been filed previously

B. A complete copy of the Issuer's Bylaws.

The By Laws have been filed previously

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Item XX **<u>Purchases of Equity Securities by the Issuer and Affiliated Purchasers.</u>**

None

Item XXI **<u>Issuer's Certifications</u>**

CERTIFICATION

I, Hongshin Pan, sole director and officer of SK3 Group, Inc., hereby certify that:

1) I have reviewed the foregoing Information and Disclosure Statement. Exhibits and all notes thereto of SK3 Group, Inc.

2) Based on my knowledge, this Information and 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 made, not misleading with respect to the period covered by the Information and Disclosure Statement; and

3) Based on my knowledge, the financial statements and other financial information included or incorporated by reference in this Information and Disclosure Statement fairly present in all material respects, the financial condition, results of operations and cash flows of SK3 Group, Inc. as of and for the periods presented.

Dated as of this 22nd day of April, 2011.

Hongshin Pan, President

EXHIBIT A

SK3 Group, Inc.

Consolidated Financial Statements

Unaudited

December 31, 2010 and 2009

SK3 Group, Inc.
Consolidated Balance Sheet
December 31, 2010 and 2009
(Unaudited)

	December 31 2010	2009
Assets		
Current Assets		
Cash	$ 520,474	$ 292,176
Accounts receivable (net)	703,339	496,678
Other current assets	50,521	84,727
Total Current Assets	1,274,334	873,581
Fixed Assets		
Fixed assets (net of depreciation)	64,767	69,473
Total Fixed Assets	64,767	69,473
Other Assets		
Other assets	4,252	4,252
Total Other Assets	4,252	4,252
Total Assets	$ 1,343,353	$ 947,307
Liabilities & Stockholders' Equity		
Current Liabilities		
Accounts payable	$ 76,436	$ 106,674
Other current liabilities	649,781	512,233
Total Current Liabilities	726,217	618,907
Long Term Liabilities		
Notes payable	615,764	354,228
Total Long Term Liabilities	615,764	354,228
Total Liabilities	1,341,981	973,135
Stockholder's Equity (Deficit)		
Common stock, par value $0.001, 500,000,000 authorized, 139,991,303 and 29,991,303 issued at December 31, 2010 and 2009, respectively	14,000	3,000
Preferred stock	--	--
Additional paid in capital	143,702	143,702
Retained earnings	(156,329)	(178,530)

Total Equity	1,373	(31,828)
Total Liabilities and Stockholders' Equity	$ 1,343,354	$ 947,307

SK3 Group, Inc.
and Subsidiaries
Consolidated Statement of Operations

(Unaudited)

	December 31	
	2010	**2009**
Revenues	$ 7,952,938	$ 5,564,675
Cost of Sales	2,237,236	1,242,506
Gross profit	5,715,701	4,322,169
General & Administrative		
Consulting and Professional Fees	1,189,851	612,907
Salaries and Wages	3,279,928	2,241,378
Other general and administrative	1,163,034	1,219,686
Total Expenses	5,632,814	4,073,971
Net income from operations	82,888	248,197
Interest expense	60,507	1,825
Net Income	$ 22,201	246,373

(The Accompanying Notes are an Integral Part of These Financial Statements.)

SK3 Group, Inc.
and Subsidiaries
Consolidated Statement of Stockholders' Deficit
From May 17, 2004 (Date of Inception) to December 31, 2010
(Unaudited)

	Common Shares #	Amount $	Additional Paid-in Capital $	Donated Capital $	Deficit Accumulated During the Development Stage $	Total $
Balances May 17, 2004 (inception)	--	--	--	--	--	--
Common stock issued for cash	455,001	45,501	--	--	--	45,501
Stock offering costs	--	--	(8,399)			(8,399)
Adjustment for reverse acquisition						
Remove old common	(455,001)	(45,501)	--	--	--	(45,501)
Stock of CTT International	30,936,300	3,094	42,407	--	--	45,501
Stock issued on reverse	1,365,003	137	3,263	--	--	3,400
Transaction costs of reverse	--	--	(718)	--	(34,282)	(35,000)
Stock cancelled	(1,350,000)	(135)	135	--	--	--
Donated services	--	--	--	3,500	--	3,500
Net loss	--	--	--	--	(52,883)	(52,883)
Balances December 31, 2004	30,951,303	3,096	36,688	3,500	(87,165)	(43,881)
Common stock issued for cash	2,100,000	210	69,790	--	--	70,000
Stock offering costs	--	--	(12,067)	--	--	(12,067)
Donated services	--	--	--	7,247	--	7,247
Net loss	--	--	--	--	(76,753)	(76,753)
Balances December 31, 2005	33,051,303	3,306	94,411	10,747	(163,918)	(55,454)
Common stock issued for cash	1,140,000	114	37,886	--	--	38,000
Stock offering costs	--	--	(12,542)	--	--	(12,542)
Donated services	--	--	--	6,000	--	6,000
Net loss	--	--	--	--	(66,287)	(66,287)
Balances December 31, 2006	34,191,303	3,420	119,755	16,747	(230,205)	(90,283)
Stock cancelled	(6,000,000)	(600)	600	--	--	--
Donated services	--	--	--	6,000	--	6,000
Donated rent	--	--	--	600	--	600
Net loss	--	--	--	--	(112,221)	(112,221)
Balances December 31, 2007	28,191,303	2,820	120,355	23,347	(342,426)	(195,904)
Net loss	--	--	--	--	(82,477)	(82,477)

Balances December 31, 2008	28,191,303	2,820	120,355	23,347	(424,903)	(278,381)
Convert donated to paid-in capital	--	--	23,347	(23,347)	--	--
Shares issued for services	1,800,000	180	--	--	--	180
Net profit	--	--	--	--	246,373	246,373
Balances December 31, 2009	29,991,303	3,000	143,702	--	(178,530)	(31,828)
Shares issued for acquisition	60,000,000	6,000	--	--	--	6,000
Shares issued for services	50,000,000	5,000	--	--	--	5,000
Net profit	--	--	--	--	22,201	22,201
Balances December 31, 2010	139,991,303	14,000	143,702	--	(156,329)	1,373

(The Accompanying Notes are an Integral Part of These Financial Statements.)

SK3 Group, Inc.
Consolidated Statements of Cash Flows
December 31, 2010 and 2009
(Unaudited)

	Year December 2010	Ended 31 2009
CASH FLOWS FROM OEPRATING ACTIVITIES:		
Net Income	22,201	246,373
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation	9,026	9,091
Accounts receivable	(206,661)	63,786
Accounts payable	(30,238)	(73,613)
Payroll liabilities	18,840	--
Deposits and other current asets	34,206	2,948
Accrued liabilities	118,708	5,274
Net Cash Provided By Operating Activities	(33,918)	253,859
CASH FLOWS FROM INVESTING ACTIVITIES:		
Equipment	4,706	--
Intercompany receivable	(221,663)	--
Net Cash Used in Investing Activities	(216,957)	--
CASH FLOWS FROM FINANCING ACTIVITIES:		
Notes payable	261,536	215,210
Proceeds from stock	--	9,652
Stock issued for services	5,000	
Dividends distributed	--	(49,541)
Net Cash Provided by Financing Activities	266,536	175,321
Net Increase in Cash	15,661	429,180
Cash and cash equivalents, beginning of period	504,813	75,633
Cash and cash equivalents, end of period	520,474	504,813

(The Accompanying Notes are an Integral Part of These Financial Statements.)

SK3 Group, Inc.and subsidiaries
Notes to Consolidated Financial Statements
December 31, 2010 and 2009
(Unaudited)

Note 1 Basis of Presentation

The accompanying unaudited interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules and regulations of the United States Securities and Exchange Commission for financial information presentation. It is management's opinion, however, that all material adjustments (consisting of normal recurring adjustments) have been made which are necessary for a fair financial statement presentation.

Note 2 Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

SK3 Group, Inc. was incorporated in Delaware on January 14, 2000 as Slabsdirect.com, Inc. and changed its corporate name to CTT International Distributors, Inc. on January 7, 2005, and again changed its corporate name to SK3 Group, Inc. on May 14, 2007.

The Company is involved in the healthcare services markets. The Company has acquired and is seeking to acquire additional emerging growth companies to meet growing demands worldwide in the healthcare services sector. The Company acquired PRN Staffing Service s, Inc. (“PRN”) in January, 2011. During the three month period ended March 31, 2011, it continued its business development by the acquisitions of W&M Medical Management and Healthstaff Training Institute, Inc. The accompanying financial statements included the results of operations and financial condition of SK3 Group, Inc. and its wholly-owned subsidiaries PRN, W&M and Healthstaff, retroactively foe all periods stated.

Principles of Consolidation

The accompanying consolidated financial statements include SK3 Group, Inc. and its wholly-owned subsidiaries described below, restated retroactively for all periods reported. All intercompany balances and transactions have been eliminated in consolidation.

PRN

PRN is a California corporation engaged in providing staffing services for healthcare providers in the Los Angeles area.

Healthstaff Training Institute

Healthstaff Training Institute is a company which provides training and education to healthcare workers in the greater Los Angeles area.

W&M Management

W&M Management is a supplier and distributor of medical supplies in the greater Los Angeles area.

Risks and Uncertainties

The Company operates in an industry that is very competitive and is subject to rapid technological change. The Company's operations will be subject to significant risk and uncertainties including financial, operational, technological, regulatory and other risks associated with a development stage company, including the potential risk of business failure.

Note 2 Nature of Operations and Summary of Significant Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. A significant estimate in 2010 and 2009 included a 100% valuation allowance for deferred taxes assets arising from net operating losses incurred since inception.

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the financial statements, which management considered in formulating its estimate could change in the near term due to one or more future confirming events. Accordingly, the actual results could differ materially from estimates.

Cash and Cash Equivalents

The Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents. At December 31, 2010 and 2009, respectively, the Company had no cash equivalents.

The Company minimizes its credit risk associated with cash by periodically evaluating the credit quality of its primary financial institution. The balance at times may exceed federally insured limits. At December 31, 2010 and 2009, respectively, there were no balances that exceeded the federally insured limit.

Earnings per Share

In accordance with accounting guidance now codified as FASB ASC Topic 260, *"Earnings per Share,"* Basic earnings per share ("EPS") is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding during the period, excluding the effects of any potentially dilutive securities. Diluted EPS gives effect to all dilutive potential of shares of common stock outstanding during the period including stock options or warrants, using the treasury stock method (by using the average stock price for the period to determine the number of shares assumed to be purchased from the exercise of stock options or warrants), and convertible debt or convertible preferred stock, using the if-converted method. Diluted EPS excludes all dilutive potential of shares of common stock if their effect is anti-dilutive. The computation of basic and diluted loss per share for the period from inception to December 31, 2010, is equivalent since the Company has had continuing losses. The Company also has no common stock equivalents.

Share Based Payments

Generally, all forms of share-based payments, including stock option grants, restricted stock grants and stock appreciation rights, are measured at their fair value on the awards' grant date, and based on the estimated number of awards that are ultimately expected to vest. Share-based payment awards issued to non-employees for services rendered are recorded at either the fair value of the services rendered or the fair value of the share-based payment, whichever is more readily determinable. The expense resulting from share-based payments are recorded as a component of general and administrative expense.

Intangible Assets

Intangible assets are stated at cost less accumulated amortization and, if impaired, at fair value. They are amortized

Note 2 Nature of Operations and Summary of Significant Accounting Policies (continued)

in accordance with the relevant income stream or by using the straight line method over their useful lives from the time they are first available for use. The estimated useful lives vary according to the specific asset but are typically: 1 to 12 years for customer contracts and relationships; 3 to 8 years for capitalized software; 3 to 10 years for patents, trademarks and licenses; and 3 to 8 years for capitalized development currently being amortized.

Intangible assets which are not yet being amortized are subject to annual impairment reviews.

net assets acquired (including contingent liabilities). It is subject to annual impairment reviews.

Segment Information

During the quarters ended December 31, 2010 and 2009, the Company only operated in one segment; therefore, segment information has not been presented.

Fair Value of Financial Instruments

The carrying amounts of the Company's short-term financial instruments, including accounts payable and accrued liabilities, approximate fair value due to the relatively short period to maturity for these instruments.

Reclassifications

Certain amounts from the prior period financial statements have been reclassified to conform to current period presentation.

Fair Value Measurement

The fair value of the Company's financial assets and liabilities reflects the Company's estimate of amounts that it would have received in connection with the sale of the assets or paid in connection with the transfer of the liabilities in an orderly transaction between market participants at the measurement date. In connection with measuring the fair value of its assets and liabilities, the Company seeks to maximize the use of observable inputs (market data obtained from sources independent from the Company) and to minimize the use of unobservable inputs (the Company's assumptions about how market participants would price assets and liabilities). The following fair value hierarchy is used to classify assets and liabilities based on the observable inputs and unobservable inputs used in order to value the assets and liabilities:

Level 1: Quoted prices in active markets for identical assets or liabilities. An active market for an asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2: Observable inputs other than Level 1 inputs. Examples of Level 2 inputs include quoted prices in active markets for similar assets or liabilities and quoted prices for identical assets or liabilities in markets that are not active.

Level 3: Unobservable inputs based on the Company's assessment of the assumptions that market participants would use in pricing the asset or liability.

At December 31, 2010, and 2009, respectively the Company has no instruments that require additional disclosure.

Note 2 Nature of Operations and Summary of Significant Accounting Policies (continued)

Recent Accounting Pronouncements

The Company continually assesses any new accounting pronouncements to determine their applicability to the Company. Where it is determined that a new accounting pronouncement affects the Company’s financial reporting, the Company undertakes a study to determine the consequence of the change to its financial statements and assures that there are proper controls in place to ascertain that the Company’s financials properly reflect the change. There were no recently issued accounting pronouncements during the quarter impacting the company’s business.

Note 3 Subsidiary Transactions and Subsequent Events.

In February 2011, the Company acquired all of the outstanding shares of PRN Staffing Services, Inc. (“PRN”), in exchange for 100,000,000 common shares and 5,000,000 voting preferred shares having a vote at all times equal to 51% of the total vote of all shares entitled to vote, and PRN is now a wholly-owned subsidiary. The shares required to be issued in the transaction have not yet been issued and will be issued in April, 2011. PRN’s purchase price of $4,000,000 was determined by reference to the fair value of shares trading on the open market.

In March 2011, the Company also acquired all of the outstanding shares of W&M Medical Management, Inc. (“W&M”), in exchange for a convertible promissory note with an original principal amount of $4,300,000., and W&M became a wholly-owned subsidiary of the Company. The promissory note is payable within twelve (12) month of Closing and is convertible into that number of shares of SK3 common stock that equals $4,300,000 divided by 90 percent of the average share price of SK3 common stock at the close of trading .

In March, 2011, the Company acquired all of the outstanding shares of Healthstaff Training Institute, Inc.. (“Healthstaff”), in exchange for a convertible promissory note with an original principal amount of $630,000., and Healthstaff became a wholly-owned subsidiary of the Company. The promissory note is payable within twelve (12) month of Closing and is convertible into that number of shares of SK3 common stock that equals $630,000 divided by 90 percent of the average share price of SK3 common stock at the close of trading.

In April, 2011, the Company agreed to acquire all of the outstanding shares of Angel’s Holding Corp. (“Angel’s), in exchange for a convertible promissory note with an original principal amount of $1,100,500, and Angel’s will became a wholly-owned subsidiary of the Company. The promissory note will be payable within twelve (12) month of Closing and will be convertible into that number of shares of SK3 common stock that equals $1,100,500 divided by 90 percent of the average share price of SK3 common stock at the close of trading. The acquisition is expected to close by the end of April, 2011.

In April, 2011, the Company agreed to acquire all of the outstanding member interests of Med-Ready Healthcare, LLC, a California Limited Liability Company ("MRH”)., in exchange for a convertible promissory note with an original principal amount of $700,000, and MRH will became a wholly-owned subsidiary of the Company. The promissory note will be payable within twelve (12) month of Closing and will be convertible into that number of shares of SK3 common stock that equals $700,00 divided by 90 percent of the average share price of SK3 common stock at the close of trading. The acquisition is expected to close by the end of April, 2011.

Note 4 Stockholders’ Equity (Deficit)

As of December 31, 2010, the Company had 139,991,303 common shares, par value $0.001, issued and outstanding and no preferred shares issued and outstanding.

Note 4 Stockholders' Equity (Deficit) n(continued)

As a result of conversions of outstanding promissory notes into common stock, the Company issued a total of 222,059,000 common shares during the quarter ended March 31, 2011 resulting in a total of 362,050,303 common shares issued and outstanding at March 31, 2011. An additional 100,000,000 million common shares and 5,000,000 preferred shares will be issued in April, 2011 for the acquisition of PRN, resulting in 462,050,303 common shares and 5,000,000 preferred shares then issued and outstanding.

There are 500,000,000 common shares, par value $0.001, and 5,000,000 preferred shares, par value $0.001, authorized.