



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

**SECURITIES EXCHANGE ACT OF 1934**

**AV1 GROUP, INC.**

**DATED: October 30, 2014**

**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 15c2-11 promulgated under the Securities Exchange Act of 1934, as amended. The enumerated items and captions contained herein correspond to the format as set forth in that rule.*

**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](http://www.av1group.com)

IR CONTACT

7660-H Fay Avenue, Suite 312  
La Jolla, CA 92037  
844.763.5848  
info@av1group.com  
[www.av1group.com](http://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:	\$.0001
Total Shares Authorized:	15,000,000,000 as of September 30, 2014
Total Shares Outstanding:	11,000,000,000 as of September 30, 2014

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 September 30, 2014
Total Shares Outstanding:	None as of September 30, 2014

**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 FOR DEBT

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.

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;

Marijuana Incubator Group -

Marijuana Incubator Group, Inc. ("MIG"), a Wyoming corporation, is a wholly-owned subsidiary. 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.

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

As wholly-owned subsidiary of [Marijuana Incubator Group](#), 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.

## **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

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.

On April 1, 2014, Marijuana Incubator Group, Inc. ("MIG"), 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. The selling shareholders of MIG have elected to place the 7,859,375,858 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](mailto: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

Marisol Elwell

AV1 Group, Inc

844.763.5848

[info@AV1Group.com](mailto: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.

October 30, 2014



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Bryen Beginger, President and CEO

**AVI GROUP, INC.**  
**CONSOLIDATED BALANCE SHEET**  
**AS OF SEPTEMBER 30, 2014**

**ASSETS**

**CURRENT ASSETS**

Cash

**9/30/2014**

**\$7,012**

Total Current Assets

**7,012**

Investment in Subsidiary - MIG

**79,510**

Loans to Shareholders

**27,764**

**TOTAL ASSETS**

**\$114,286**

**LIABILITIES AND STOCKHOLDERS' EQUITY**

**CURRENT LIABILITIES**

Accounts payable

**\$9,339**

Total Current Liabilities

**9,339**

**LONG TERM LIABILITIES**

Loans to Shareholders

-

Convertible Note payable - Peralta

**30,000**

Convertible Note payable - STCM, LLC

**94,950**

Total Long Term Liabilities

**124,950**

**TOTAL LIABILITIES**

**\$134,289**

**STOCKHOLDERS' EQUITY**

Common Stock

-

Net Income (Loss)

**(20,003)**

Retained Earnings

-

**TOTAL STOCKHOLDERS' EQUITY**

**(20,003)**

**TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY**

**\$114,286**

**AVI GROUP, INC.**  
**CONSOLIDATED STATEMENT OF OPERATIONS**  
**FOR NINE MONTHS ENDED SEPTEMBER 30, 2014**

<b>REVENUE</b>	<b>\$0</b>
<b>OPERATING EXPENSES</b>	
Compensation Expense	2,000
General & Administrative	569
Professional & Consulting Fees	17,434
Total Operating Expenses	20,003
<b>Net Income (Loss)</b>	<b>(\$20,003)</b>

**AVI GROUP, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS**

For Nine Months ended Setember 30, 2014

**CASH FLOWS FROM OPERATING ACTIVITIES**

Net loss	(\$20,003)
Accounts receivable shareholders	(27,764)
Accounts payable	9,339
<b>CASH FLOWS USED IN OPERATING ACTIVITIES</b>	<b>(38,428)</b>

**CASH FLOWS USED IN INVESTING ACTIVITIES**

Purchase of software services	-
Investment in subsidiary	(79,510)
Purchase of equipment	-
<b>CASH FLOWS USED IN INVESTING ACTIVITIES</b>	<b>(\$79,510)</b>

**CASH FLOWS FROM FINANCING ACTIVITIES**

Proceeds from notes payable	117,935
Repayments on notes payable	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>\$117,935</b>

**NET INCREASE (DECREASE) IN CASH** (3)

Cash, beginning of period	\$7,015
Cash, end of period	\$7,012

**AVI GROUP, INC.****CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY**

For Nine Months Ended September 30, 2014

	09/30/14
Common Stock	-
Preferred Stock	-
Net Income (loss)	(\$20,003)
Retained Earnings	
<b>Total Equity</b>	<b>(20,003)</b>

**AVI GROUP, INC.**  
**CONSOLIDATED BALANCE SHEET**  
**AS OF SEPTEMBER 30, 2014**

**ASSETS**

**CURRENT ASSETS**

Cash

9/30/2014

\$7,012

Total Current Assets

7,012

Investment in Subsidiary - MIG

79,510

Loans to Shareholders

27,764

**TOTAL ASSETS**

\$114,286

**LIABILITIES AND STOCKHOLDERS' EQUITY**

**CURRENT LIABILITIES**

Accounts payable

\$9,339

Total Current Liabilities

9,339

**LONG TERM LIABILITIES**

Loans to Shareholders

-

Convertible Note payable - Peralta

30,000

Convertible Note payable - STCM, LLC

94,950

Total Long Term Liabilities

124,950

**TOTAL LIABILITIES**

\$134,289

**STOCKHOLDERS' EQUITY**

Common Stock

-

Net Income (Loss)

(20,003)

Retained Earnings

-

**TOTAL STOCKHOLDERS' EQUITY**

(20,003)

**TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY**

\$114,286

**AVI GROUP, INC.**  
**CONSOLIDATED STATEMENT OF OPERATIONS**  
**FOR NINE MONTHS ENDED SEPTEMBER 30, 2014**

<b>REVENUE</b>	<b>\$0</b>
<b>OPERATING EXPENSES</b>	
Compensation Expense	2,000
General & Administrative	569
Professional & Consulting Fees	17,434
Total Operating Expenses	20,003
Net Income (Loss)	(\$20,003)

**AVI GROUP, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS**

For Nine Months ended Setember 30, 2014

**CASH FLOWS FROM OPERATING ACTIVITIES**

Net loss	(\$20,003)
Accounts receivable shareholders	(27,764)
Accounts payable	9,339
<b>CASH FLOWS USED IN OPERATING ACTIVITIES</b>	<b>(38,428)</b>

**CASH FLOWS USED IN INVESTING ACTIVITIES**

Purchase of software services	-
Investment in subsidiary	(79,510)
Purchase of equipment	-
<b>CASH FLOWS USED IN INVESTING ACTIVITIES</b>	<b>(\$79,510)</b>

**CASH FLOWS FROM FINANCING ACTIVITIES**

Proceeds from notes payable	117,935
Repayments on notes payable	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>\$117,935</b>

**NET INCREASE (DECREASE) IN CASH** (3)

Cash, beginning of period	\$7,015
Cash, end of period	\$7,012

**AVI GROUP, INC.****CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY**

For Nine Months Ended September 30, 2014

	09/30/14
Common Stock	-
Preferred Stock	-
Net Income (loss)	(\$20,003)
Retained Earnings	
<b>Total Equity</b>	<b>(20,003)</b>

**AVI GROUP, INC.**  
**(A Development Stage Enterprise)**  
**NOTES TO THE UNAUDITED FINANCIAL STATEMENTS**  
**For the Nine Months Ended**  
**September 30, 2014**

**NOTE 1 – NATURE OF OPERATIONS AND BASIS OF PRESENTATION**

AVI Group, Inc. is a development stage investment and holdings company. The Company was originally organized as a Florida corporation on April 23, 1998 under the name Delta Vending Corp. and changed its name to AVI Group, Inc. on March 7, 2007. 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.avigroup.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. Currently, the Company has an accumulated deficit of \$10,694. 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 \$0.0001 per share, and 5,000,000 preferred shares with a par value of \$0.0001 per share.

As of September 30, 2014, 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.

	<u>September 30, 2014</u>
Net operating loss carry forward	\$0
Effective Tax rate	35%
Deferred Tax Assets	<u>0</u>
Less: Valuation Allowance	<u>0</u>
Net deferred tax asset	<u>\$0</u>

