

UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

FORM S-1  
 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

PN MED GROUP INC.  
 (Name of small business issuer in its charter)

<TABLE>			
<CAPTION>			
<S>	<C>	<C>	<C>
Nevada	4700		EIN 99-0367049
(State or other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)		(IRS Employer Identification Number)
</TABLE>			

San Isidro 250, depot 618,  
 Santiago, Chile 8240400  
 Tel: 569-659-22350  
 Fax: 775-981-9001  
 Email: pnmedgroup@gmail.com  
 (Address, including zip code, and telephone number, including area code,  
 of registrant's principal executive offices)

INCORP SERVICES, INC.  
 2360 Corporate Circle Suite 400, Henderson NV 89074-7722  
 Tel: (702) 866-2500, Fax: (702) 866-2689  
 (Address, including zip code, and telephone number, including area code,  
 of agent for service)

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, please check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this form is a post-effective registration statement filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this form is a post-effective registration statement filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer  Accelerated Filer   
 Non-accelerated filer  Smaller reporting company   
 (Do not check if a smaller reporting company)

<TABLE>				
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	CALCULATION OF REGISTRATION FEE			
<S>	<C>	<C>	<C>	<C>
Title of Each Class of Securities To be Registered	Amount of Shares to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock	5,000,000	\$0.02	\$100,000	\$11.46
</TABLE>				

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) of the Securities Act. THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SECTION 8(A), MAY DETERMINE.

THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. THESE SECURITIES MAY NOT BE SOLD UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

PN MED GROUP INC  
UP TO A MAXIMUM OF 5,000,000 COMMON SHARES  
AT \$0.02 PER COMMON SHARE

This is the initial offering of common stock of PN Med Group Inc. and no public market currently exists for the securities being offered. We are offering for sale a total of 5,000,000 shares of common stock at a fixed price of \$.02 per share. There is no minimum number of shares that must be sold by us for the offering to proceed, and we will retain the proceeds from the sale of any of the offered shares.

There is no minimum amount of shares that we must sell in our direct offering, and therefore no minimum amount of proceeds will be raised. No arrangements have been made to place funds into escrow or any similar account. Pedro Perez Niklitschek, an officer and director of PN Med Group Inc. or ("PNMG INC.") intends to sell the common shares directly. No commission or other compensation related to the sale of the common shares will be paid to Mr. Pedro Perez Niklitschek. The intended methods of communication include, without limitations, telephone, and personal contact.

	Offering Price Per Share	Commissions	Proceeds to Company Before Expenses
	-----	-----	-----
Common Stock	\$0.02	Not Applicable	\$100,000
Total	\$0.02	Not Applicable	\$100,000

PNMG Inc. is a development stage company and currently has no operations. Any investment in the shares offered herein involves a high degree of risk. You should only purchase shares if you can afford a loss of your investment. Our independent registered public accountant has issued an audit opinion for PNMG INC. which includes a statement expressing substantial doubt as to our ability to continue as a going concern.

There has been no market for our securities and a public market may never develop, or, if any market does develop, it may not be sustained. Our common stock is not traded on any exchange or on the over-the-counter market. After the effective date of the registration statement relating to this prospectus, we hope to have a market maker file an application with the Financial Industry Regulatory Authority ("FINRA") for our common stock to be eligible for trading on the Over-the-Counter Bulletin Board. We do not yet have a market maker who has agreed to file such application. There can be no assurance that our common stock will ever be quoted on a stock exchange or a quotation service or that any market for our stock will develop.

THE PURCHASE OF THE SECURITIES OFFERED THROUGH THIS PROSPECTUS INVOLVES A HIGH DEGREE OF RISK. YOU SHOULD CAREFULLY READ AND CONSIDER THE SECTION OF THIS PROSPECTUS ENTITLED "RISK FACTORS" ON PAGES 5 THROUGH 10 BEFORE BUYING ANY SHARES OF PNMG INC.'S COMMON STOCK.

NEITHER THE SEC NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. WE WILL NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE U.S. SECURITIES COMMISSION HAS BEEN CLEARED OF COMMENTS AND IS DECLARED EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OF SALE IS NOT PERMITTED.

SUBJECT TO COMPLETION, DATED  
TABLE OF CONTENTS

PROSPECTUS SUMMARY	3
RISK FACTORS	5
CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS	9
USE OF PROCEEDS	9
DETERMINATION OF OFFERING PRICE	10
DILUTION	10
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	11
DESCRIPTION OF BUSINESS	15
LEGAL PROCEEDINGS	18
DIRECTORS, EXECUTIVE OFFICERS, PROMOTER AND CONTROL PERSONS	18
EXECUTIVE COMPENSATION	19
CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS	20
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT	20
PLAN OF DISTRIBUTION	21
DESCRIPTION OF SECURITIES	22
DISCLOSURE OF COMMISSION POSITION REGARDING INDEMNIFICATION FOR SECURITIES ACT LIABILITIES	22
LEGAL MATTERS	23
INTERESTS OF NAMED EXPERTS AND COUNSEL	23
EXPERTS	23
AVAILABLE INFORMATION	23

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE	23
INDEX TO THE FINANCIAL STATEMENTS	24

WE HAVE NOT AUTHORIZED ANY DEALER, SALESPERSON OR OTHER PERSON TO GIVE ANY INFORMATION OR REPRESENT ANYTHING NOT CONTAINED IN THIS PROSPECTUS. YOU SHOULD NOT RELY ON ANY UNAUTHORIZED INFORMATION. THIS PROSPECTUS IS NOT AN OFFER TO SELL OR BUY ANY SHARES IN ANY STATE OR OTHER JURISDICTION IN WHICH IT IS UNLAWFUL. THE INFORMATION IN THIS PROSPECTUS IS CURRENT AS OF THE DATE ON THE COVER. YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED IN THIS PROSPECTUS.

2  
PROSPECTUS SUMMARY

AS USED IN THIS PROSPECTUS, UNLESS THE CONTEXT OTHERWISE REQUIRES, "WE," "US," "OUR," AND "PNMG INC." REFERS TO PN MED GROUP INC. THE FOLLOWING SUMMARY IS NOT COMPLETE AND DOES NOT CONTAIN ALL OF THE INFORMATION THAT MAY BE IMPORTANT TO YOU. YOU SHOULD READ THE ENTIRE PROSPECTUS BEFORE MAKING AN INVESTMENT DECISION TO PURCHASE OUR COMMON STOCK.

PNMG INC.

We were incorporated in the State of Nevada on January 30, 2012. PN Med Group Inc. (or "the company" or "PNMG") is a distributor of medical supplies and equipment to municipalities, hospitals, pharmacies, care centers, and clinics in Chile. We intend to provide reliable and fast service with low prices to our customers. We expect to generate revenues from sales of our supplies to customers. A customer will order our supplies by telephone, from our website www.pnmedgroup.com using special form, or directly at an arranged meeting with our representative. We will import all the supplies and equipment straight from the manufacturer in China and deliver them to our clients in Chile without the help of commission base agents. We intend to use the net proceeds from this offering to develop our business operations (See "Description of Business" and "Use of Proceeds"). To implement our plan of operations we need (\$24,450) and pay ongoing legal fee associated with this offering (\$10,000); we require a minimum of \$34,450 for the next twelve months as described in our Plan of Operations. Our monthly burn rate is approximately \$2,871. This is a simple monthly estimate of company's expenses that include all the expenses described in our plan of operations; it is calculated by dividing \$34,450 by 12 months. Being a development stage company, we have very limited operating history. The present capital will not be sufficient to fund our operation for any period of time at this burn rate. We depend on funds from this public offering. We will utilize funds from Pedro Perez Niklitschek, our Officer and Director, who has informally agreed to advance funds to allow us to pay for professional fees, including fees payable in connection with the filing of this registration statement and operation expenses; however, Mr. Niklitschek has made no formal commitment, arrangement or legal obligation to advance or loan funds to the company. A more detailed breakdown of costs is included in our plan of operations. The month on which we will run out of funds will depend on the amount of funds we raise in this offering.

Our principal executive office is located at San Isidro 250, depto 618, Santiago, Chile, 8240400. Our telephone number is (569) 65922350.

From inception on January 30, 2012 until the date of this filing, we have had limited operating activities. Our financial statements from inception on January 30, 2012 through March 31, 2012 report no revenues and a net loss of \$4,657. Our independent registered public accounting firm has issued an audit opinion for PNMG Inc which includes a statement expressing substantial doubt as to our ability to continue as a going concern.

We do not anticipate earning revenues until such time as we enter into commercial operation. Since we are presently in the development stage of our business, we can provide no assurance that we will successfully sell our products.

As of the date of this prospectus, there is no public trading market for our common stock and no assurance that a trading market for our securities will ever develop.

THE OFFERING

The Issuer	PNMG INC.
Securities Being Offered	5,000,000 shares of common stock
Price Per Share	\$0.02

3

Duration of the Offering	The offering shall terminate on the earlier of (i) the date when the sale of all 5,000,000 shares is completed, (ii) when the Board of Directors decides that it is in the best interest of the Company to terminate the offering prior the completion of the sale of all 5,000,000 shares registered under the Registration Statement of which this Prospectus is part.
Net Proceeds	\$100,000

Securities Issued and Outstanding	There are 5,000,000 shares of common stock issued and outstanding as of the date of this prospectus. 5,000,000 shares held by our President, Pedro Perez Niklitschek.
Registration Costs	We estimate our total offering registration costs to be approximately \$10,000.
Risk Factors	See "Risk Factors" and the other information in this prospectus for a discussion of the factors you should consider before deciding to invest in shares of our common stock.

4

RISK FACTORS

An investment in our common stock involves a high degree of risk. You should carefully consider the risks described below and the other information in this prospectus before investing in our common stock. If any of the following risks occur, our business, operating results and financial condition could be seriously harmed. The trading price of our common stock, when and if we trade at a later date, could decline due to any of these risks, and you may lose all or part of your investment.

RISKS ASSOCIATED TO OUR BUSINESS

WE ARE A DEVELOPMENT STAGE COMPANY BUT HAVE NOT YET COMMENCED OPERATIONS IN OUR BUSINESS. WE EXPECT TO INCUR OPERATING LOSSES FOR THE FORESEEABLE FUTURE.

We were incorporated on January 30, 2012 and to date have been involved primarily in organizational activities. We have not yet commenced business operations. Accordingly, we have no way to evaluate the likelihood that our business will be successful. We have not earned any revenues as of the date of this prospectus. Potential investors should be aware of the difficulties normally encountered by new transportation companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the operations that we plan to undertake. These potential problems include, but are not limited to, unanticipated problems relating to the ability to generate sufficient cash flow to operate our business, and additional costs and expenses that may exceed current estimates. We expect to incur significant losses into the foreseeable future. We estimate "significant losses" to be up to \$100,000 which is our maximum offering. Our losses could be higher after the first twelve months period. We recognize that if the effectiveness of our business plan is not forthcoming, we will not be able to continue business operations. There is no history upon which to base any assumption as to the likelihood that we will prove successful, and it is doubtful that we will generate any operating revenues or ever achieve profitable operations. If we are unsuccessful in addressing these risks, our business will most likely fail.

WITHOUT THE FUNDING FROM THIS OFFERING WE WILL BE UNABLE TO IMPLEMENT OUR BUSINESS PLAN.

Our current operating funds are less than necessary to complete our intended operations of distributing medical supplies and equipment to Chile. We will need the funds from this offering to commence activities listed in our business plan. As of March 31, 2012, we had cash in the amount of \$8,443 and liabilities of \$4,657. We currently do not have any operations and we have no income.

WE HAVE YET TO EARN REVENUE AND OUR ABILITY TO SUSTAIN OUR OPERATIONS IS DEPENDENT ON OUR ABILITY TO RAISE FINANCING FROM THIS OFFERING. AS A RESULT, THERE IS SUBSTANTIAL DOUBT ABOUT OUR ABILITY TO CONTINUE AS A GOING CONCERN.

We have accrued net losses of \$4,657 for the period from our inception on January 30, 2012 to March 31, 2012, and have no revenues to date. Our future is dependent upon our ability to obtain financing from this offering. Further, the finances required to fully develop our plan cannot be predicted with any certainty and may exceed any estimates we set forth. These factors raise substantial doubt that we will be able to continue as a going concern. Silberstein Ungar, PLLC, our independent registered public accountant, has expressed substantial doubt about our ability to continue as a going concern. This opinion could materially limit our ability to raise funds. If we fail to raise sufficient capital when needed, we will not be able to complete our business plan. As a result we may have to liquidate our business and you may lose your investment. You should consider our independent registered public accountant's comments when determining if an investment in PNMG Inc. is suitable.

WE MAY FACE DAMAGE TO OUR PROFESSIONAL REPUTATION IF OUR FUTURE CLIENTS ARE NOT SATISFIED WITH OUR SERVICES. IN THIS CASE, IT IS UNLIKELY THAT WE WILL BE ABLE TO OBTAIN FUTURE ENGAGEMENTS. IF WE ARE UNABLE TO OBTAIN ENGAGEMENTS, INVESTORS ARE LIKELY TO LOSE THEIR ENTIRE INVESTMENT.

5

As a distribution company, we depend and will continue to depend to a large extent on referrals and new engagements from our former customers, as we will attempt to establish a reputation for professional service company and integrity to attract and customers. As a result, if a customer is not satisfied with our services, such lack of satisfaction may be more damaging to our business than it

may be to other businesses. Accordingly, no assurances can be given that we will obtain customers in the foreseeable future.

IF WE DO NOT ATTRACT CUSTOMERS, WE WILL NOT MAKE A PROFIT, WHICH ULTIMATELY WILL RESULT IN A CESSATION OF OPERATIONS.

We currently have no signed agreements with customers to purchase our services. At this time we have approached five local clients with view to offer our product to them: Hospital Claudio Vicuna, Dr. Juan Villagran Gacia, Municipality of Puerto Montt, Equillab LTDA, and Santa Maria Clinic. There is no guarantee we will ever conduct business with these or any other customers. Even if we obtain business from the above listed customers, there is no guarantee that we will generate a profit. If we cannot generate a profit, we will have to suspend or cease operations. You are likely to lose your entire investment if we cannot sell our products at prices that generate a profit.

WE ARE SUBJECT TO BUSINESS RISKS AND INCREASING COSTS ASSOCIATED WITH THE TRANSPORTATION OF OUR PRODUCTS THAT ARE LARGELY OUT OF OUR CONTROL, ANY OF WHICH COULD HAVE A MATERIAL ADVERSE EFFECT ON OUR BUSINESS, FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

We are subject to business risks and increasing costs associated with the transportation of our products that are largely out of our control, any of which could adversely affect our business, financial condition and results of operations. The factors contributing to these risks and costs include weather, excess capacity in the transportation industry, interest rates, fuel prices and taxes, fuel surcharge collection, impact on liquidity from the lag between higher payments for fuel and the collection of higher fuel surcharges in a rising fuel cost environment, terrorist attacks, insurance premiums and self-insurance levels, difficulty in recruiting and retaining qualified drivers, the risk of outbreak of epidemical illnesses, the risk of widespread disruption of our technology systems, and increasing equipment and operational costs. Our results of operations may also be affected by seasonal factors.

THE DISTRIBUTION INDUSTRY IS CYCLICAL AND IS SENSITIVE TO CHANGING ECONOMIC CONDITIONS; WE ARE IN THE MIDST OF AN INDUSTRY AND GENERAL ECONOMIC SLOWDOWN OR RECESSION THAT COULD MATERIALLY ADVERSELY IMPACT OUR BUSINESS.

Distribution services historically have been subject to substantial cyclical variation characterized by periods of oversupply and weak demand. We believe that many factors affect the industry, including consumer confidence in the economy, the level of personal discretionary spending, interest rates, fuel prices, credit availability and unemployment rates. At this time, we cannot predict the severity or duration of the slowdown and we cannot assure that our business will not be materially adversely affected if it continues or worsens. Accordingly, you are likely to lose your entire investment if the current slump in distribution industry continues.

WE OPERATE IN A HIGHLY COMPETITIVE ENVIRONMENT, AND IF WE ARE UNABLE TO COMPETE WITH OUR COMPETITORS, OUR BUSINESS, FINANCIAL CONDITION, RESULTS OF OPERATIONS, CASH FLOWS AND PROSPECTS COULD BE MATERIALLY ADVERSELY AFFECTED.

We operate in a highly competitive environment. Our competition includes small and mid-sized companies, and many of them may sell the same services at competitive prices. Highly competitive environment could materially adversely affect our business, financial condition, results of operations, cash flows and prospects.

6

BECAUSE WE DO NOT HAVE AN ESCROW OR TRUST ACCOUNT FOR YOUR SUBSCRIPTION, IF WE FILE FOR BANKRUPTCY PROTECTION OR ARE FORCED INTO BANKRUPTCY, OR A CREDITOR OBTAINS A JUDGMENT AGAINST US AND ATTACHES THE SUBSCRIPTION.

Your funds will not be placed in an escrow or trust account. Accordingly, if we file for bankruptcy protection or a petition for involuntary bankruptcy is filed by creditors against us, your funds will become part of the bankruptcy estate and administered according to the bankruptcy laws. If a creditor sues us and obtains a judgment against us, the creditor could garnish the bank account and take possession of the subscriptions. As such, it is possible that a creditor could attach your subscription that could preclude or delay the return of money to you.

IF WE ARE UNABLE TO RECRUIT, MOTIVATE AND RETAIN QUALIFIED PERSONAL, OUR BUSINESS, FINANCIAL CONDITION, RESULTS OF OPERATIONS AND CASH FLOWS COULD BE MATERIALLY AND ADVERSELY AFFECTED.

The success of our business will depend upon our ability to attract and retain through independent contractor or other arrangements, qualified employees who possess the skills and experience necessary to meet the needs of our operations. We will compete in markets in which unemployment is generally relatively low and the competition for skilled employees is intense. We cannot assure that qualified employees will be available in sufficient numbers and on terms acceptable to us. The inability to attract and retain qualified personal, could materially and adversely affect our business, financial condition, results of operations and cash flows.

BECAUSE OUR CURRENT PRESIDENT AND OFFICERS DEVOTE LIMITED AMOUNT OF TIME TO THE COMPANY, THEY MAY NOT BE ABLE OR WILLING TO DEVOTE A SUFFICIENT AMOUNT OF TIME TO OUR BUSINESS OPERATIONS, CAUSING OUR BUSINESS TO FAIL.

Pedro Perez Nikltschek, our President, currently devotes approximately 20 hours

per week providing management services to us. While he presently possesses adequate time to attend to our interest, it is possible that the demands on him from other obligations could increase, with the result that he would no longer be able to devote sufficient time to the management of our business. The loss of Mr. Nikltschek to our company could negatively impact our business development.

Mr. Urra, our secretary and executive officer, currently devotes approximately 20 hours per week providing management services to us. While he presently possesses adequate time to attend to our interest, it is possible that the demands on him from other obligations could increase, with the result that he would no longer be able to devote sufficient time to the management of our business. The loss of Mr. Urra to our company could negatively impact our business development.

OUR EXECUTIVE OFFICERS AND DIRECTOR DO NOT HAVE ANY PRIOR EXPERIENCE CONDUCTING A BEST-EFFORT OFFERING, OR MANAGING A PUBLIC COMPANY

Our executive officers and director do not have any experience conducting a best-effort offering or managing a public company. Consequently, we may not be able to raise any funds or run our public company successfully. If we are not able to raise sufficient funds, we may not be able to fund our operations as planned, and our business will suffer and your investment may be materially adversely affected. Also, our executive's officers' and director's lack of experience of managing a public company could cause you to lose some or all of your investment.

THERE IS NO MINIMUM NUMBER OF SHARES THAT HAS TO BE SOLD IN ORDER FOR THE OFFERING TO PROCEED

We do not have a minimum amount of funding set in order to proceed with the offering. If not enough money is raised to begin operations, you might lose your entire investment because we may not have enough funds to implement our business plan.

7

RISKS ASSOCIATED WITH THIS OFFERING

THE TRADING IN OUR SHARES WILL BE REGULATED BY THE SECURITIES AND EXCHANGE COMMISSION RULE 15G-9 WHICH ESTABLISHED THE DEFINITION OF A "PENNY STOCK."

The shares being offered are defined as a penny stock under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), and rules of the Commission. The Exchange Act and such penny stock rules generally impose additional sales practice and disclosure requirements on broker-dealers who sell our securities to persons other than certain accredited investors who are, generally, institutions with assets in excess of \$5,000,000 or individuals with net worth in excess of \$1,000,000 (exclusive of the value of investor's primary residence) or annual income exceeding \$200,000 (\$300,000 jointly with spouse), or in transactions not recommended by the broker-dealer. For transactions covered by the penny stock rules, a broker dealer must make certain mandated disclosures in penny stock transactions, including the actual sale or purchase price and actual bid and offer quotations, the compensation to be received by the broker-dealer and certain associated persons, and deliver certain disclosures required by the Commission. Consequently, the penny stock rules may make it difficult for you to resell any shares you may purchase, if at all.

WE ARE SELLING THIS OFFERING WITHOUT AN UNDERWRITER AND MAY BE UNABLE TO SELL ANY SHARES.

This offering is self-underwritten, that is, we are not going to engage the services of an underwriter to sell the shares; we intend to sell our shares through our President, who will receive no commissions. He will offer the shares to friends, family members, and business associates, however, there is no guarantee that he will be able to sell any of the shares. Unless he is successful in selling all of the shares and we receive the proceeds from this offering, we may have to seek alternative financing to implement our business plan. We do not have any plans where to seek this alternative financing at present time.

DUE TO THE LACK OF A TRADING MARKET FOR OUR SECURITIES, YOU MAY HAVE DIFFICULTY SELLING ANY SHARES YOU PURCHASE IN THIS OFFERING.

We are not registered on any market or public stock exchange. There is presently no demand for our common stock and no public market exists for the shares being offered in this prospectus. We plan to contact a market maker immediately following the completion of the offering and apply to have the shares quoted on the Over-the-Counter Bulletin Board ("BB"). The OTCBB is a regulated quotation service that displays real-time quotes, last sale prices and volume information in over-the-counter securities. The OTCBB is not an issuer listing service, market or exchange. Although the OTCBB does not have any listing requirements per se, to be eligible for quotation on the OTCBB, issuers must remain current in their filings with the SEC or applicable regulatory authority. Market makers are not permitted to begin quotation of a security whose issuer does not meet this filing requirement. Securities already quoted on the OTCBB that become delinquent in their required filings will be removed following a 30 to 60 day grace period if they do not make their required filing during that time. We cannot guarantee that our application will be accepted or approved and our stock listed and quoted for sale. As of the date of this filing, there have been no discussions or understandings between PN Med Group Inc. and anyone acting on our behalf, with any market maker regarding participation in a future trading market for our securities. If no market is ever developed for our common stock, it will

be difficult for you to sell any shares you purchase in this offering. In such a case, you may find that you are unable to achieve any benefit from your investment or liquidate your shares without considerable delay, if at all. In addition, if we fail to have our common stock quoted on a public trading market, your common stock will not have a quantifiable value and it may be difficult, if not impossible, to ever resell your shares, resulting in an inability to realize any value from your investment.

8

WE WILL INCUR ONGOING COSTS AND EXPENSES FOR SEC REPORTING AND COMPLIANCE. WITHOUT REVENUE WE MAY NOT BE ABLE TO REMAIN IN COMPLIANCE, MAKING IT DIFFICULT FOR INVESTORS TO SELL THEIR SHARES, IF AT ALL.

Our business plan allows for the payment of the estimated \$10,000 cost of this registration statement to be paid from existing cash on hand. If necessary, Mr. Niklitschek, our Chairman, has verbally agreed to loan the company funds to complete the registration process. We plan to contact a market maker immediately following the close of the offering and apply to have the shares quoted on the OTC Electronic Bulletin Board. To be eligible for quotation, issuers must remain current in their filings with the SEC. In order for us to remain in compliance we will require future revenues to cover the cost of these filings, which could comprise a substantial portion of our available cash resources. If we are unable to generate sufficient revenues to remain in compliance it may be difficult for you to resell any shares you may purchase, if at all.

#### FORWARD LOOKING STATEMENTS

This prospectus contains forward-looking statements that involve risk and uncertainties. We use words such as "anticipate", "believe", "plan", "expect", "future", "intend", and similar expressions to identify such forward-looking statements. Investors should be aware that all forward-looking statements contained within this filing are good faith estimates of management as of the date of this filing. Our actual results could differ materially from those anticipated in these forward-looking statements for many reasons, including the risks faced by us as described in the "Risk Factors" section and elsewhere in this prospectus.

#### USE OF PROCEEDS

Our offering is being made on a self-underwritten basis: no minimum number of shares must be sold in order for the offering to proceed. The offering price per share is \$0.02. The following table sets forth the uses of proceeds assuming the sale of 25%, 50%, 75% and 100%, respectively, of the securities offered for sale by the Company. There is no assurance that we will raise the full \$100,000 as anticipated.

	\$25,000	\$50,000	\$75,000	\$100,000
	-----	-----	-----	-----
Legal and professional fees	\$10,000	\$10,000	\$10,000	\$10,000
Web development	\$ 650	\$ 2,000	\$ 3,000	\$ 3,000
Establishing an office	\$ 6,850	\$13,000	\$13,000	\$13,000
Order supplies and equipment	\$ 5,000	\$13,000	\$37,000	\$50,000
Car	\$ 2,500	\$12,000	\$12,000	\$12,000

Recently we have developed our website and paid \$500. Twelve months hosting with registration of our domain www.pnmedgroup.com cost additional \$150.

To start establishing an office will cost us \$550 for laptop, \$300 for four chairs; We are currently using our director's home office for business purposes, we do not pay rent to Mr. Niklitschek and have no arrangements to pay the rent in the future. We plan to lease 150 sq. feet office space in the beginning of January 2013 in the center of Santiago; the office will cost approximately \$6,000 for the year, we currently have not made any arrangements for larger office.

We intend to purchase supplies and equipment utilizing proceeds from this offering and funds from Mr. Niklitschek if necessary. Our first order will be in the amount of \$5,000.

For delivering our supplies and equipment we will be using two cars: Mr. Niklitschek agreed to use his car (2007 Suzuki) as our first car and we will be renting the second car for \$2,500 per year. By January 2013, we plan on purchasing 2007-2009 Peugeot Partner (cost per car \$12,000).

We intend to hire two employees as soon as our operations grow estimated to be at the end of December 2012. Our employees will be compensated solely by commission payments based on their performance. The payment to our employees

9

will come from medical supplies and equipment sales. Proceeds of this offering will not be used to pay our employees.

The above figures represent only estimated cost. If necessary, Mr. Niklitschek, our president, has verbally agreed to loan the company funds to complete the registration process and to implement our complete business plan.

#### DETERMINATION OF OFFERING PRICE

The offering price of the shares has been determined arbitrarily by us. The price does not bear any relationship to our assets, book value, earnings, or other established criteria for valuing a privately held company. In determining

the number of shares to be offered and the offering price, we took into consideration our cash on hand and the amount of money we would need to implement our business plan. Accordingly, the offering price should not be considered an indication of the actual value of the securities.

#### DILUTION

Dilution represents the difference between the offering price and the net tangible book value per share immediately after completion of this offering. Net tangible book value is the amount that results from subtracting total liabilities and intangible assets from total assets. Dilution arises mainly as a result of our arbitrary determination of the offering price of the shares being offered. Dilution of the value of the shares you purchase is also a result of the lower book value of the shares held by our existing stockholders.

The price of the current offering is fixed at \$0.02 per common share. This price is significantly higher than the price paid by our director and officers for common equity since the Company's inception on January 30, 2012. There are 5,000,000 shares of common stock issued and outstanding as of the date of this prospectus.

Mr. Niklitschek, our director and president, paid \$.001 per share for the 5,000,000 common shares.

Assuming completion of the offering, there will be up to 15,000,000 common shares outstanding. The following table illustrates the per common share dilution that may be experienced by investors at various funding levels.

Funding Level	\$100,000	\$75,000	\$50,000	\$25,000
Offering price	\$0.02	\$0.02	\$0.02	\$0.02
Net tangible book value per common share before offering	\$0.0001	\$0.0001	\$0.0001	\$0.0001
Increase per common share attributable to investors	\$0.0100	\$0.0085	\$0.0066	\$0.0040
Pro forma net tangible book value per common share after offering	\$0.0100	\$0.0086	\$0.0067	\$0.0041
Dilution to investors	\$0.0100	\$0.0114	\$0.0133	\$0.0159
Dilution as a percentage of offering price	50%	57%	66%	80%

Based on 5,000,000 common shares outstanding as of March 31, 2012 and total stockholder's equity of \$343 utilizing audited March 31, 2012 financial statements.

As of March 31, 2012, the net tangible book value of our shares of common stock was \$5,000 or approximately \$ 0.001 per share based upon 5,000,000 shares outstanding.

#### MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Our cash balance is \$8,443 as of March 31, 2012. We believe our cash balance is not sufficient to fund our limited levels of operations for any period of time. We have been utilizing and may utilize funds from Mr. Niklitschek, our president, who has informally agreed to advance funds to us. Our president has no formal commitment, arrangement or legal obligation to advance or loan funds to the company. In order to achieve our business plan goals, we will need the funding from this offering. We are a development stage company and have generated no revenue to date.

Our independent registered public accountant has issued a going concern opinion. This means that there is substantial doubt that we can continue as an on-going business for the next twelve months unless we obtain additional capital to pay our bills. This is because we have not generated revenues and no revenues are anticipated until we complete our initial business development. There is no assurance we will ever reach that stage.

To meet our need for cash we are attempting to raise money from this offering. We believe that we will be able to raise enough money through this offering to expand operations but we cannot guarantee that once we expand operations we will stay in business after doing so. If we are unable to successfully find customers we may quickly use up the proceeds from this offering and will need to find alternative sources. At the present time, we have not made any arrangements to raise additional cash, other than through this offering.

#### PLAN OF OPERATION

Our sales and marketing strategy will expand our customer's base as quickly as possible. The marketing thrust will consist of direct contact to the responsible personal at selected hospitals, clinics, and care centers, the distribution of our product list along with our guarantee of fast services to Pharmacies, Municipalities, and home based care centers, and direct mailing to new high worth individuals using the resources of a list company.

We will not be conducting any product research or development. We do not expect to purchase or sell plant of any kind. Upon completion of our public offering, our specific goal is to profitably sell our products. Our plan of operations is as follows:



a) DEVELOP OUR WEBSITE

Period: 1st month

1) We have further developed our website [www.pnmedgroup.com](http://www.pnmedgroup.com), this cost the company \$500 to date. Twelve months hosting with registration of our domain will cost additional \$150 ([www.hostgator.com](http://www.hostgator.com)).

b) SET UP OFFICE WITHIN THE OFFICE AND BEGIN SEARCHING FOR MORE CUSTOMERS.

Period: 1-3rd months

- 1) Purchase office equipment such as computer (laptop): \$550; office table and few chairs: \$300.
- 2) Order sufficient amount of medical supply and equipment from our supplier in China, Minimum cost is: \$5,000.
- 3) Begin approaching hospitals, clinics, care centers, pharmacies and municipalities and offering our products and services to their representatives; negotiating price, payment details, delivery times.
- 4) Put together a product list brochure for clients and potential clients.

c) PROMOTE OUR SERVICES AND PRODUCT TO POTENTIAL CLIENTS

Period: 3rd month

- 1) Receive our products from the manufacturer and begin arrangements with the customers offering our products
- 2) Start delivering our products to the customers who order it.
- 3) Advertise and promote our products on a national webpage [www.mercadopublico.cl](http://www.mercadopublico.cl)

11

d) ONLINE MARKETING

Period: 4th-8th months

- 1) Begin blogging, e-newsletters, social networking, searching engine optimizer (SEO).
- 2) Follow up with our current customers and try to generate new referrals.
- 3) Continue looking for new customers throughout the territory of Chile.

e) BUYING 2ND CAR, HIRING EMPLOYEES, NEW AGREEMENTS

Period: 9th -12th month

- 1) Purchase additional car for our operations. The number of new cars will depend on the amount of revenue that we have available. We will purchase 2007-2009 Peugeot Partner (cost estimated \$12,000).
- 2) We will hire two more sales reps. and two more drivers to make deliveries to our clients. Compensation will be in form or commission payment from sales.
- 3) Sign agreements with more suppliers in China.
- 4) Rent an office space with storage (approximately 500 sq. feet) in the center of Santiago. Cost of lease for a year \$6,000.

Total: \$24,500

To implement our plan of operations (\$24,500) and pay ongoing legal fee associated with this offering (\$10,000) we require a minimum of \$34,500 for the next twelve months as described in our Plan of Operations. After twelve months period we may need additional financing. We do not currently have any arrangements for additional financing.

Until we start to sell our products we do not believe that our operations will be profitable. If we are unable to attract customers to order supplies with us we may have to suspend or cease operations.

Mr. Niklitschek, our president, will be devoting approximately 20 hours per week of his time to our operations. Once we expand operations, and are able to attract more and more customers to buy our product, our president has agreed to commit more time as required. Because Mr. Niklitschek will only be devoting limited time to our operations, our operations may be sporadic and occur at times which are convenient to him. As a result, operations may be periodically interrupted or suspended which could result in a lack of revenues and a cessation of operations.

OFF-BALANCE SHEET ARRANGEMENTS

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

RESULTS OF OPERATIONS

FROM INCEPTION JANUARY 30, 2012 TO MARCH 31, 2012

During the period we incorporated the company, prepared a business plan, and executed an agreement with Kangtai Medical Devices Co., the supplier, in China.

The following are some of the terms of the agreement:

- a) Kangtai Medical Devices Co. offers us free shipping, discount prices and a fast processing time.
- b) PNMG have agreed to make an order from Kangtai Medical Devices Co. at least once every 3 months and diligently promote their products.

12

- c) Kangtai Medical Devices Co will act as our exclusive distributor of manufacturer's medical devices throughout the territory of Chile.
- d) Manufacturer agrees to furnish Distributor with reasonable quantities of Manufacturer's catalogs, manuals, advertising literature and other sales aids that may be available by Manufacturer.

With the expansion of the company we intend to sign more agreements with suppliers and factories in other countries such as India, Philippines, Turkey, Poland, and Kazakhstan.

We have hired a contractor, Caroline Olmedo at Olmedo Web Designs, to develop our website [www.pnmedgroup.com](http://www.pnmedgroup.com). The following sections were added: Home/Concept/Products/Forum/Contact us. Our customers will be able to submit order requests, view current orders online and/or contact us via email linked to our website. In addition the following features were utilized customizable forms to capture valuable info from customers, addition of PayPal account to offer a reliable way to make payments to the company account, maps and driving directions for locals, Facebook and twitter accounts will also be added as a way of communicating with potential clients. The contractor used Macromedia(R) Dreamweaver for our website development. The goal was to design a website to fully work in multiple browsers and multiple versions of code/pages. Caroline Olmedo represents and warrants that the website will be supported by the following versions: Microsoft(R) Internet Explorer versions 5 and higher, Netscape Navigator/Communicator version 4 and higher, Mozilla Firefox version 1.0 and above. While the Contractor made reasonable efforts to design a fully-functional website, Caroline Olmedo warranty does not cover AOL, text-based browsers or requested special effects that were not advised by Contractor. HTML and Flash technologies were merged to ensure that the website is positioned higher in search engine rankings. The website is operational as of February 2012. It cost \$500 to complete our website and \$150 domain hosting for the year.

Our loss since inception is \$4,657 for filing costs related to the incorporation of the Company and cost of Nevada business license and bank fees. In the first quarter we used our cash we had to pay expenses associated with this offering. Our current cash on hand will be used to pay the fees and expenses of this offering.

Since inception, we have sold a total of 5,000,000 shares of common stock to our secretary and our director for net proceeds of \$5,000.

#### LIQUIDITY AND CAPITAL RESOURCES

As of March 31, 2012 the Company had \$8,443 cash and our liabilities were \$4,236, comprising \$4,236 owed to Pedro Niklitschek, our president. Since inception through March 31, 2012, we have sold 5,000,000 shares of common stock. Mr. Niklitschek our president has paid a price of \$0.001 per share, for aggregate proceeds of \$5,000. To meet our need for cash we are attempting to raise money from this offering. We cannot guarantee that we will be able to sell all the shares required. If we are successful, any money raised will be applied to the items set forth in the Use of Proceeds section of this prospectus. We will attempt to raise the necessary funds to proceed with all phases of our plan of operation. Proceed of \$25,000 from this offering will likely allow us to operate for at least one year.

As of the date of this registration statement, the current funds available to the Company will not be sufficient to continue maintaining a reporting status. The company's director, Pedro Niklitschek, has indicated that he may be willing to provide funds required to maintain the reporting status in the form of a non-secured loan for the next twelve months as the expenses are incurred if no other proceeds are obtained by the Company. However, there is no contract in place or written agreement securing this agreement. Management believes if the company cannot maintain its reporting status with the SEC it will have to cease all efforts directed towards the company. As such, any investment previously made would be lost in its entirety.

Our auditors have issued a "going concern" opinion, meaning that there is substantial doubt if we can continue as an on-going business for the next twelve months unless we obtain additional capital. No substantial revenues are anticipated until we have completed the financing from this offering and implemented our plan of operations. Our only source for cash at this time is investments by others in this offering. We must raise cash to implement our strategy and stay in business. The amount of the offering will likely allow us

13

to operate for at least one year and have the capital resources required to cover the material costs with becoming a publicly reporting. The company anticipates over the next 12 months the cost of being a reporting public company will be approximately \$10,000.

Management believes that current trends toward lower capital investment in start-up companies, volatility in the distribution industry will pose the most significant challenges to the Company's success over the next year and in future years. Additionally, the Company will have to meet all the financial disclosure and reporting requirements associated with being a publicly reporting company.

The Company's management will have to spend additional time on policies and procedures to make sure it is compliant with various regulatory requirements, especially that of Section 404 of the Sarbanes-Oxley Act of 2002. This additional corporate governance time required of management could limit the amount of time management has to implement its business plan and impede the speed of its operations.

Should the Company fail to sell less than all its shares under this offering the Company would be forced to scale back or abort completely the implementation of its 12-month plan of operations.

#### SIGNIFICANT ACCOUNTING POLICIES

##### BASIS OF PRESENTATION

The Company reports revenues and expenses using the cash basis method of accounting for financial and tax reporting purposes.

##### USE OF ESTIMATES

Management uses estimates and assumption in preparing these financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses.

##### DEPRECIATION, AMORTIZATION AND CAPITALIZATION

The Company records depreciation and amortization when appropriate using both straight-line and declining balance methods over the estimated useful life of the assets (five to seven years). Expenditures for maintenance and repairs are charged to expense as incurred. Additions, major renewals and replacements that increase the property's useful life are capitalized. Property sold or retired, together with the related accumulated depreciation is removed from the appropriated accounts and the resultant gain or loss is included in net income.

##### INCOME TAXES

PN Med Group Inc. accounts for its income taxes in accordance with Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes." Under Statement 109, a liability method is used whereby deferred tax assets and liabilities are determined based on temporary differences between basis used of financial reporting and income tax reporting purposes. Income taxes are provided based on tax rates in effect at the time such temporary differences are expected to reverse. A valuation allowance is provided for certain deferred tax assets if it is more likely than not, that the Company will not realize the tax assets through future operations.

##### FAIR VALUE OF FINANCIAL INSTRUMENTS

Financial Accounting Standards statements No. 107, "Disclosures About Fair Value of Financial Instruments", requires the Company to disclose, when reasonably attainable, the fair market values of its assets and liabilities which are deemed to be financial instruments. The Company's financial instruments consist primarily of cash.

##### PER SHARE INFORMATION

The Company computes per share information by dividing the net loss for the period presented by the weighted average number of shares outstanding during such period.

#### 14 DESCRIPTION OF BUSINESS

##### GENERAL

We were incorporated in the State of Nevada on January 30, 2012. PN Med Group Inc. is a distributor of medical supplies and equipment to municipalities, hospitals, pharmacies, care centers, and clinics in Chile. We will import all the supplies and equipment directly from the manufacturers in China and deliver them to our clients in Chile.

At this stage, we have no revenues. The operations we have engaged in are the development of our website, business plan as well as a distribution agreement with Kangtai Medical Devices Co. who is our product supplier in China. We have approached five potential clients ranging from hospitals, clinics, and office-based physicians with view to offer our product to them. They have expressed interest in our product but we did not obtain any guarantees or commitments from them to date.

The majority of our business will be initially marketed in Chile but as our operations expand, we plan to expand to other South American markets.

##### CONCEPT

PNMG will focus on providing helpful customer service. We will have vast selection of products as well as same-day delivery services within 100 miles radius. We also offer a no minimum order size and no shipping charges, as well as returns of unused, saleable products for an instant credit.

##### OUR PRODUCTS

The list of products we intend to offer will vary from day to day supplies to more specific medicine droppers and tubes, to very sophisticated medical equipment. Below some of the products that we are in a process of ordering:

Cotton wool, white blisters, laboratory bottle rings, mouth universal feeding bottles, latex bulbs, medicine droppers, plastic bottles, cotton swabs, cotton gloves, pediatrics bottle baskets, stainless steel round baskets, sterile cytological brushes, latex pacifiers, mom strips, cell chamber covers, glass funnel, amber bottles special, canning lid, bottle with lid, frosted glass bottles, germane laboratory bottles, cytological unit spray, syringe swab tube, rack with pipe plastic, needle syringe, key step with Teflon, surgical tubes, indicator paper, glass duck female and male urinary, white blood cells pipette, sterile latex etc.

#### CUSTOMERS

The company's target market is the approximately 2,543 public and private hospitals, and approximately 110,000 physicians throughout the region according to United Nations Program of Development. 40.3% of all the population, including hospitals and any type of care centers are located in the Metropolitan area of Santiago where our company is located. Our other markets include pharmacies, home based care centers and municipalities. Due to the isolated location of Chile there is a shortage of importers from around the world especially with the increasing demand for sophisticated diagnostic equipment and supplies.

At this time we had preliminary talks with potential clients: Hospital Claudio Vicuna, Dr. Juan Villagran Garcia, Municipality of Puerto Montt, EquiLab LTDA, and Santa Maria Clinic. All of them have specified to us the products that they require on regular basis and we are going to include them in every one of our orders. These clients have expressed interest in our product and verbally agreed to give us the preference when ordering. However we did not execute any agreement with these clients and they do not have any obligation to purchase our product.

15

#### MARKETING

Initially, our main way of promoting our services will be by soliciting prospective clients directly and describing our list of products and services. Another way will be by arranging a meeting directly with the potential customer thru referrals.

Once we have ordered our initial inventory of products based on the "wish list" from our potential clients and more, we will be checking the following website [www.mercadopublico.cl](http://www.mercadopublico.cl) to see the products requirements by future potential clients. The website lists all the clinics and hospitals which are looking for specific equipment and supplies; they put up their requests daily and the lists remain online for the duration of 10-30 days being updated everyday. Once we will have the product that is being listed, we then contact the customer to negotiate the price, time frame, payment and delivery. Once we will complete the order, we will try to arrange for future orders.

Another main communications channel will be the digital media via Internet. We plan to promote our products at our website [www.pnmedgroup.com](http://www.pnmedgroup.com). Our website will list the benefits of using our products. We will print business cards and have our website listed on it. The client will also be able to submit order requests, view current orders online and/or contact us via email linked to our website or call our company directly.

Furthermore, we plan to attend different fairs and trade shows to further promote our business, hand out business cards, meet potential clients and referrals.

At last, the best marketing of our business will be our low prices. We will focus on sourcing our product from suppliers with high quality product and competitive pricing. Involving no commission base agents we will take the product straight from the factory to the buyer, keeping the prices low.

#### CUSTOMER SERVICE

We intend to follow-up on our previous orders to make sure everything worked out well and our clients don't have any problems or concerns. We will offer same-day delivery on a regular basis with no minimum order size and no shipping charges. Customer order received by or before 10:30 am will be delivered same day within a 100 miles radius. Within 30 miles radius, the order will be delivered the same day if received by noon. At first, Mr. Niklitschek or the secretary will use Pedro Niklitschek's car (2007 Suzuki) to deliver products. Mr. Niklitschek will bill us \$.25 per each km driven. When our operations expand by March 2013 we plan on purchasing 2007-2009 Peugeot Partner (cost \$12,000).

Returns of unused, saleable products will be accepted for an instant credit and left in our inventory for resale to another client.

#### AGREEMENT

We have signed an agreement, dated February 25, 2012 with Kangtai Medical Devices Co. who is located in China. The following are some of the terms of the agreement:

- a) Kangtai Medical Devices Co. offers us free shipping, discount prices

and a fast processing time.

- b) PNMG have agreed to make an order from Kangtai Medical Devices Co. at least once every 3 months and diligently promote their products.
- c) Kangtai Medical Devices Co will act as our exclusive distributor of manufacturer's medical devices throughout the territory of Chile.
- d) Manufacturer agrees to furnish Distributor with reasonable quantities of Manufacturer's catalogs, manuals, advertising literature and other sales aids that may be available by Manufacturer.

16

With the expansion of the company we intend to find more variety of suppliers and factories in other countries such as India, Philippines, Turkey, Poland, and Kazakhstan.

#### PRICES AND PAYING

Chile has a free-trade agreement with China, so we will not need to pay any duties on our products coming from there. It will take approximately 2-3 months to receive our order. Our prices on products will have an additional Chilean government obligatory 19% tax. Payments shall be made to one of our accounts without any deductions.

Payments by Customer shall be due upon receipt of the invoice. Customer agrees to make payment within 14 days. Upon the expiry of this deadline, Customers shall be in default of payment.

#### COMPETITION

Our competition will include other distribution companies, importers, and agents with the same or similar product list. However, the medical field grows rapidly and there is a constant need for new and more sophisticated equipment as well as more supplies. We expect competition to continue to intensify in the future. Competitors include companies with a more substantial customer bases. There can be no assurance that we can maintain a competitive position against current or future competitors, particularly those with greater financial, marketing, service, and support, technical and other resources. Our failure to maintain a competitive position within the market could have a material adverse effect on our business, financial condition and results of operations. There can be no assurance that we will be able to compete successfully against current and future competitors, and competitive pressures faced by us may have a material adverse effect on our business, financial condition and results of operations.

#### INSURANCE

We do not maintain any insurance and do not intend to maintain insurance in the future. Because we do not have any insurance, if we are made a party of a products liability action, we may not have sufficient funds to defend the litigation. If that occurs a judgment could be rendered against us, which could cause us to cease operations.

#### EMPLOYEES; IDENTIFICATION OF CERTAIN SIGNIFICANT EMPLOYEES.

We are a development stage company and currently have no employees.

#### OFFICES

Our office is currently located at San Isidro 250, depto 618, Santiago, Chile, 8240400. Our telephone number is (569) 65922350. The office and storage space is provided by our director is free of charge. We do not pay any rent to Mr. Niklitschek and there is no agreement to pay any rent in the future.

Upon the completion of our offering, we intend to rent a bigger storage (approx. 150 sq. feet) in the center of Santiago. As of the date of this prospectus, we have not sought or selected a new office sight and have no arrangement or lease agreement for the bigger storage.

#### GOVERNMENT REGULATION

We do not believe that government regulation will have a material impact on the way we conduct our business.

17

#### LEGAL PROCEEDINGS

We are not currently a party to any legal proceedings, and we are not aware of any pending or potential legal actions.

#### DIRECTORS, EXECUTIVE OFFICERS, PROMOTER AND CONTROL PERSONS

The names, ages and titles of our executive officers and director are as follows:

Name and Address of Executive Officers and Director	Age	Position
Pedro Perez Niklitschek San Isidro 250, depto 618, Santiago Chile, 8240400	27	President, Treasurer and Director
Miguel Molina Urrea Santo Domingo 1325, depto 306,	28	Secretary

Santiago, Chile, 8240400

Pedro Perez Niklitschek has been our president since January 30, 2012. From 2003 to 2007 Mr. Niklitschek studied at University Gabriela Mistral, his major was in commerce. Starting from 2008 till 2011 he worked full-time as a manager at a distribution company GEPN technology, the company majors in the distribution of heavy machinery and engineering equipment from China. From 2011 to present our president still works part-time at GEPN technology and part time devotes to starting up PNMG Inc.

Miguel Molina Urrea, our secretary, studied at University of Chile, majored in accounting from 2002 till 2006. From 2007 to present Mr. Urrea works as a financial accountant for Uvas Chile, Chilean wine company. In addition to his full-time job he devotes 20 hours a week to PNMG Inc.

#### TERM OF OFFICE

Each of our directors is appointed to hold office until the next annual meeting of our stockholders or until his respective successor is elected and qualified, or until he resigns or is removed in accordance with the provisions of the Nevada Revised Statutes. Our officers are appointed by our Board of Directors and hold office until removed by the Board or until their resignation.

#### DIRECTOR INDEPENDENCE

Our board of directors is currently composed of one member, Mr. Niklitschek, who does not qualify as an independent director in accordance with the published listing requirements of the NASDAQ Global Market. The NASDAQ independence definition includes a series of objective tests, such as that the director is not, and has not been for at least three years, one of our employees and that neither the director, nor any of his family members has engaged in various types of business dealings with us. In addition, our board of directors has not made a subjective determination as to each director that no relationships exist which, in the opinion of our board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, though such subjective determination is required by the NASDAQ rules. Had our board of directors made these determinations, our board of directors would have reviewed and discussed information provided by the directors and us with regard to each director's business and personal activities and relationships as they may relate to us and our management.

18

#### SIGNIFICANT EMPLOYEES

We have no employees. Our President, Pedro Perez Niklitschek, currently devotes approximately twenty hours per week to company matters. As our business expands, Mr. Niklitschek intends to devote as much time as the Board of Directors deems necessary to manage the affairs of the company.

#### EXECUTIVE COMPENSATION

##### MANAGEMENT COMPENSATION

The following tables set forth certain information about compensation paid, earned or accrued for services by our President, and Secretary (collectively, the "Named Executive Officers") from inception on January 30, 2012 until March 31, 2012:

##### SUMMARY COMPENSATION TABLE

<TABLE>

<CAPTION>

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Pedro Perez Niklitschek, President, Treasurer	January 30, 2012 to March 31, 2012	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Miguel Molina Urrea, Secretary	January 30, 2012 to March 31, 2012	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-

</TABLE>

There are no current employment agreements between the company and its officers.

Pedro Perez Niklitschek currently devotes approximately twenty hours per week to manage the affairs of the Company. He has agreed to work with no remuneration until such time as the company revenue will pass break-even point. At this time, we cannot accurately estimate when break-even point will occur to implement this compensation, or what the amount of the compensation will be.

Miguel Molina Urrea currently devotes approximately twenty hours per week to manage the affairs of the Company. He has agreed to work with no remuneration until such time as the company revenue will pass break-even point. At this time, we cannot accurately estimate when break-even point will occur to implement this

compensation, or what the amount of the compensation will be.

There are no annuity, pension or retirement benefits proposed to be paid to the officer or director or employees in the event of retirement at normal retirement date pursuant to any presently existing plan provided or contributed to by the company or any of its subsidiaries, if any.

#### DIRECTOR COMPENSATION

The following table sets forth director compensation as of March 31, 2012:

19

<TABLE>  
<CAPTION>

Name	Fees Earned Paid in Cash(\$)	Stock Awards(\$)	Option Awards(\$)	Non-Equity Incentive Plan Compensation(\$)	Nonqualified Deferred Compensation Earnings(\$)	All Other Compensation(\$)	Total(\$)
Pedro Perez Niklitschek	-0-	-0-	-0-	-0-	-0-	-0-	-0-

#### CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Pedro Perez Niklitschek will not be paid for any underwriting services that he performs on our behalf with respect to this offering.

#### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information concerning the number of shares of our common stock owned beneficially as of March 31, 2012 by: (i) each person (including any group) known to us to own more than five percent (5%) of any class of our voting securities, (ii) our director, and or (iii) our officer. Unless otherwise indicated, the stockholder listed possesses sole voting and investment power with respect to the shares shown.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percentage
Common Stock	Pedro Perez Niklitschek San Isidro 250, depto 618, Santiago Chile, 8240400	5,000,000 shares of common stock (director)	100%
	Miguel Molina Urrea Santo Domingo 1325, depto 306, Santiago, Chile, 8240400		0%
	Director and Executive officers as a group (2 persons)	5,000,000 shares of common stock	100%

On March 31, 2012 there were 5,000,000 shares of our common stock issued and outranging.

20

#### PLAN OF DISTRIBUTION

PNMG INC. has 5,000,000 shares of common stock issued and outstanding as of the date of this prospectus. The Company is registering an additional of 5,000,000 shares of its common stock for sale at the price of \$0.02 per share. There is no arrangement to address the possible effect of the offering on the price of the stock.

In connection with the Company's selling efforts in the offering, Pedro Perez Niklitschek will not register as a broker-dealer pursuant to Section 15 of the Exchange Act, but rather will rely upon the "safe harbor" provisions of SEC Rule 3a4-1, promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Generally speaking, Rule 3a4-1 provides an exemption from the broker-dealer registration requirements of the Exchange Act for persons associated with an issuer that participate in an offering of the issuer's securities. Pedro Perez Niklitschek is not subject to any statutory disqualification, as that term is defined in Section 3(a)(39) of the Exchange Act. Mr. Niklitschek will not be compensated in connection with his participation in the offering by the payment of commissions or other remuneration based either directly or indirectly on transactions in our securities. Pedro Perez Niklitschek not, nor has he been within the past 12 months, a broker or dealer, and he is not, nor has he been within the past 12 months, an associated person of a broker or dealer. At the end of the offering, Mr. Niklitschek will continue to primarily perform substantial duties for the Company or on its behalf otherwise than in connection with transactions in securities. Our president will not participate in selling an offering of securities for any issuer more than once every 12 months other than in reliance on Exchange Act Rule 3a4-1(a)(4)(i) or (iii).

PN Med Group Inc will receive all proceeds from the sale of the 5,000,000 shares

being offered. The price per share is fixed at \$0.02 for the duration of this offering. Although our common stock is not listed on a public exchange or quoted over-the-counter, we intend to seek to have our shares of common stock quoted on the Over-the Counter Bulletin Board. In order to be quoted on the OTC Bulletin Board, a market maker must file an application on our behalf in order to make a market for our common stock. There can be no assurance that a market maker will agree to file the necessary documents with FINRA, nor can there be any assurance that such an application for quotation will be approved. However, sales by the Company must be made at the fixed price of \$0.02.

The Company's shares may be sold to purchasers from time to time directly by and subject to the discretion of the Company. Further, the Company will not offer its shares for sale through underwriters, dealers, agents or anyone who may receive compensation in the form of underwriting discounts, concessions or commissions from the Company and/or the purchasers of the shares for whom they may act as agents. The shares of common stock sold by the Company may be occasionally sold in one or more transactions; all shares sold under this prospectus will be sold at a fixed price of \$0.02 per share.

In order to comply with the applicable securities laws of certain states, the securities will be offered or sold in those only if they have been registered or qualified for sale; an exemption from such registration or if qualification requirement is available and with which PN Med Group Inc has complied.

In addition and without limiting the foregoing, the Company will be subject to applicable provisions, rules and regulations under the Exchange Act with regard to security transactions during the period of time when this Registration Statement is effective.

PN Med Group Inc will pay all expenses incidental to the registration of the shares (including registration pursuant to the securities laws of certain states).

21

#### DESCRIPTION OF SECURITIES

##### GENERAL

Our authorized capital stock consists of 75,000,000 shares of common stock, par value \$0.001 per share. As of March 31, 2012 there were 5,000,000 shares of our common stock issued and outstanding that was held by one registered stockholder of record and no shares of preferred stock issued and outstanding.

##### COMMON STOCK

The following is a summary of the material rights and restrictions associated with our common stock. The holders of our common stock currently have (i) equal ratable rights to dividends from funds legally available therefore, when, as and if declared by the Board of Directors of the Company; (ii) are entitled to share ratably in all of the assets of the Company available for distribution to holders of common stock upon liquidation, dissolution or winding up of the affairs of the Company; and (iii) are entitled to one non-cumulative vote per share on all matters on which stock holders may vote. Please refer to the Company's Articles of Incorporation, Bylaws and the applicable statutes of the State of Nevada for a more complete description of the rights and liabilities of holders of the Company's securities.

##### ANTI-TAKEOVER LAW

Nevada revised statutes sections 78.378 to 78.3793 provide state regulation over the acquisition of a controlling interest in certain Nevada corporations unless the articles of incorporation or bylaws of the corporation provide that the provisions of these sections do not apply. Our articles of incorporation and bylaws do not state that these provisions do not apply. The statute creates a number of restrictions on the ability of a person or entity to acquire control of a Nevada company by setting down certain rules of conduct and voting restrictions in any acquisition attempt, among other things. The statute is limited to corporations that are organized in the state of Nevada and that have 200 or more stockholders, at least 100 of whom are stockholders of record and residents of the state of Nevada; and does business in the state of Nevada directly or through an affiliated corporation. Because of these conditions, the statute does not apply to our company.

##### DIVIDEND POLICY

We have never declared or paid any cash dividends on our common stock. We currently intend to retain future earnings, if any, to finance the expansion of our business. As a result, we do not anticipate paying any cash dividends in the foreseeable future.

##### DISCLOSURE OF COMMISSION POSITION REGARDING INDEMNIFICATION FOR SECURITIES ACT LIABILITIES

Our Articles of Incorporation provide that we will indemnify an officer, director, or former officer or director, to the full extent permitted by law. We have been advised that, in the opinion of the SEC, indemnification for liabilities arising under the Securities Act is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment of expenses incurred or paid by a director, officer or controlling person in the successful defense of any action, suit or proceeding) is asserted



by one of our director, officers, or controlling persons in connection with the securities being registered, we will, unless in the opinion of our legal counsel the matter has been settled by controlling precedent, submit the question of whether such indemnification is against public policy to a court of appropriate jurisdiction. We will then be governed by the court's decision.

22  
LEGAL MATTERS

An opinion regarding the validity of the issuance of the shares of our common stock offered hereby will be provided by Stepp Law Corporation. A copy of the correspondence pursuant to which Stepp Law Corporation provides that opinion is included as an exhibit to the registration statement of which this prospectus is a part.

INTERESTS OF NAMED EXPERTS AND COUNSEL

No expert or counsel named in this prospectus as having prepared or certified any part of this Prospectus or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or offering of the common stock was employed on a contingency basis, or had, or is to receive, in connection with the offering, a substantial interest exceeding \$50,000, directly or indirectly, in the Company or any of its parents or subsidiaries. Nor was any such person connected with PN Med Group Inc. or any of its parents or subsidiaries as a promoter, managing or principal underwriter, voting trustee, director, officer, or employee.

EXPERTS

Silberstein Ungar, PLLC, our independent registered public accountant, has audited our financial statements included in this prospectus and registration statement to the extent and for the periods set forth in their audit report. Silberstein Ungar, PLLC, has presented its report with respect to our audited financial statements.

AVAILABLE INFORMATION

We have not previously been required to comply with the reporting requirements of the Securities Exchange Act. We have filed with the SEC a registration statement on Form S-1 to register the securities offered by this prospectus. For future information about us and the securities offered under this prospectus, you may refer to the registration statement and to the exhibits filed as a part of the registration statement. In addition, after the effective date of this prospectus, we will be required to file annual, quarterly and current reports, or other information with the SEC as provided by the Securities Exchange Act. You may read and copy any reports, statements or other information we file at the SEC's public reference facility maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549. You can request copies of these documents, upon payment of a duplicating fee, by writing to the SEC. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference room. Our SEC filings are also available to the public through the SEC Internet site at [www.sec.gov](http://www.sec.gov).

FINANCIAL STATEMENTS

The financial statements of PNMG Inc. for the period ended March 31, 2012, and related notes, included in this prospectus have been audited by Silberstein Ungar, PLLC, and have been so included in reliance upon the opinion of such accountants given upon their authority as an expert in auditing and accounting.

23  
PN MED GROUP INC.

(A DEVELOPMENT STAGE COMPANY)

TABLE OF CONTENTS

MARCH 31, 2012

Report of Independent Registered Public Accounting Firm	F-1
Balance Sheet as of March 31, 2012	F-2
Statement of Operations for the period from January 30, 2012 (Date of Inception) to March 31, 2012	F-3
Statement of Stockholder's Equity as of March 31, 2012	F-4
Statement of Cash Flows for the period from January 30, 2012 (Date of Inception) to March 31, 2012	F-5
Notes to the Financial Statements	F-6

24  
Silberstein Ungar, PLLC CPAs and Business Advisors

-----  
Phone (248) 203-0080  
Fax (248) 281-0940  
30600 Telegraph Road, Suite 2175

Report of Independent Registered Public Accounting Firm

To the Board of Directors of  
PN Med Group Inc.  
Santiago, Chile

We have audited the accompanying balance sheet of PN Med Group Inc. (the "Company") as of March 31, 2012, and the related statements of operations, stockholder's equity, and cash flows for the period from January 30, 2012 (Date of Inception) through March 31, 2012. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of PN Med Group Inc. as of March 31, 2012 and the results of its operations and its cash flows for the period from January 30, 2012 (Date of Inception) through March 31, 2012 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 8 to the financial statements, the Company has limited working capital, has not yet received revenue from sales of products or services, and has incurred losses from operations. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans with regard to these matters are described in Note 8. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Silberstein Ungar, PLLC

-----  
Bingham Farms, Michigan  
April 27, 2012

F-1  
PN MED GROUP INC.  
(A DEVELOPMENT STAGE COMPANY)  
BALANCE SHEET  
AS OF MARCH 31, 2012

	2012
	-----
ASSETS	
Current Assets	
Cash and cash equivalents	\$ 8,443
	-----
Total Assets	\$ 8,443
	=====
LIABILITIES AND STOCKHOLDER'S EQUITY	
Liabilities	
Current Liabilities	
Accrued expenses	\$ 4,500
Loans from shareholder	3,600
	-----
Total Liabilities	8,100
	-----
Stockholder's Equity	
Common stock, par value \$0.001; 75,000,000 shares authorized, 5,000,000 shares issued and outstanding	5,000
Additional paid in capital	0
Deficit accumulated during the development stage	(4,657)
	-----
Total Stockholder's Equity	343
	-----
Total Liabilities and Stockholder's Equity	\$ 8,443
	=====

See accompanying notes to financial statements.

F-2  
 PN MED GROUP INC.  
 (A DEVELOPMENT STAGE COMPANY)  
 STATEMENT OF OPERATIONS  
 FOR THE PERIOD FROM JANUARY 30, 2012 (INCEPTION) TO MARCH 31, 2012

	Period from January 30, 2012 (Inception) to March 31, 2012 -----
REVENUES	\$ 0 -----
OPERATING EXPENSES	
Professional fees	4,500
Bank fees	157
	-----
TOTAL OPERATING EXPENSES	4,657 -----
LOSS FROM OPERATIONS	(4,657)
PROVISION FOR INCOME TAXES	0 -----
NET LOSS	\$ (4,657) =====
NET LOSS PER SHARE: BASIC AND DILUTED	\$ (0.02) =====
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING: BASIC AND DILUTED	241,935 =====

See accompanying notes to financial statements.

F-3  
 PN MED GROUP INC.  
 (A DEVELOPMENT STAGE COMPANY)  
 STATEMENT OF STOCKHOLDER'S EQUITY  
 FOR THE PERIOD FROM JANUARY 30, 2012 (INCEPTION) TO MARCH 31, 2012

<TABLE>  
 <CAPTION>

	Common Stock -----	Additional Paid-in Capital -----	Deficit Accumulated during the Development Stage -----	Total Stockholder's Equity -----
<S>	Shares -----	Amount -----	<C>	<C>
Inception, January 30, 2012	<C> --	\$ --	\$ --	\$ --
Shares issued for cash at \$0.001 per share	5,000,000	5,000	--	5,000
Net loss for the period ended March 31, 2012	--	--	--	(4,657)
	-----	-----	-----	-----
Balance, March 31, 2012	5,000,000	\$ 5,000	\$ 0	\$ (4,657)
	=====	=====	=====	=====

</TABLE>

See accompanying notes to financial statements.

F-4  
 PN MED GROUP INC.  
 (A DEVELOPMENT STAGE COMPANY)  
 STATEMENT OF CASH FLOWS  
 FOR THE PERIOD FROM JANUARY 30, 2012 (INCEPTION) TO MARCH 31, 2012

	Period from January 30, 2012 (Inception) to March 31, 2012 -----
CASH FLOWS FROM OPERATING ACTIVITIES	
Net loss for the period	\$ (4,657)
Adjustments to reconcile net loss to net cash (used in) operating activities:	
Changes in assets and liabilities:	
Increase in accrued expenses	4,500

Net Cash Used in Operating Activities	(157)
-----	
CASH FLOWS FROM FINANCING ACTIVITIES	
Proceeds from sale of common stock	5,000
Loans from shareholder	3,600
	-----
Net Cash Provided by Financing Activities	8,600
	-----
Net Increase in Cash	8,443
Cash, beginning of period	0
	-----
Cash, end of period	\$ 8,443
	=====
SUPPLEMENTAL CASH FLOW INFORMATION:	
Interest paid	\$ 0
	=====
Income taxes paid	\$ 0
	=====

See accompanying notes to financial statements.

F-5  
PN MED GROUP INC.  
(A DEVELOPMENT STAGE COMPANY)  
NOTES TO THE FINANCIAL STATEMENTS  
MARCH 31, 2012

NOTE 1 - ORGANIZATION AND NATURE OF BUSINESS

PN Med Group Inc. (the "Company" or "PN Med") was incorporated under the laws of the State of Nevada on January 30, 2012. The Company plans to distribute medical supplies and equipment to municipalities, hospitals, pharmacies, care centers, and clinics throughout the country of Chile.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Development Stage Company

The accompanying financial statements have been prepared in accordance with generally accepted accounting principles related to development stage companies. A development-stage company is one in which planned principal operations have not commenced or if its operations have commenced, there has been no significant revenues there from.

Basis of Presentation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America and are presented in US dollars.

Accounting Basis

The Company uses the accrual basis of accounting and accounting principles generally accepted in the United States of America ("GAAP" accounting). The Company has adopted a March 31 fiscal year end.

Cash and Cash Equivalents

The Company considers all highly liquid investments with the original maturities of three months or less to be cash equivalents. The Company had \$8,443 of cash as of March 31, 2012.

Fair Value of Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, accrued expenses and amounts due to a shareholder. The carrying amount of these financial instruments approximates fair value due either to length of maturity or interest rates that approximate prevailing market rates unless otherwise disclosed in these financial statements.

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

Use of Estimates

The preparation of financial statements in conformity with 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 the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition

The Company recognizes revenue when products are fully delivered or services have been provided and collection is reasonably assured.

(A DEVELOPMENT STAGE COMPANY)  
NOTES TO THE FINANCIAL STATEMENTS  
MARCH 31, 2012

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Stock-Based Compensation

Stock-based compensation is accounted for at fair value in accordance with ASC Topic 718. To date, the Company has not adopted a stock option plan and has not granted any stock options.

Basic Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. There are no such common stock equivalents outstanding as of March 31, 2012.

Comprehensive Income

The Company has which established standards for reporting and display of comprehensive income, its components and accumulated balances. When applicable, the Company would disclose this information on its Statement of Stockholders' Equity. Comprehensive income comprises equity except those resulting from investments by owners and distributions to owners. The Company has not had any significant transactions that are required to be reported in other comprehensive income.

Recent Accounting Pronouncements

PN Med does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position or cash flow.

NOTE 3 - ACCRUED EXPENSES

Accrued expenses at March 31, 2012 consisted of amounts owed to the Company's outside independent auditors for services rendered for period reported on in these financial statements.

NOTE 4 - LOAN FROM SHAREHOLDER

A shareholder and officer loaned \$3,600 to the Company to open the bank account and help fund operations. The loans are unsecured, non-interest bearing and due on demand. The balance due to the shareholder and officer was \$3,600 as of March 31, 2012.

NOTE 5 - CAPITAL STOCK

The Company has 75,000,000, \$0.001 par value shares of common stock authorized.

On March 29, 2012, the Company issued 5,000,000 shares of common stock for cash proceeds of \$5,000 at \$0.001 per share.

There were 5,000,000 shares of common stock issued and outstanding as of March 31, 2012.

NOTE 6 - COMMITMENTS AND CONTINGENCIES

The Company neither owns nor leases any real or personal property. An officer has provided office services without charge. There is no obligation for the officer to continue this arrangement. Such costs are immaterial to the financial statements and accordingly are not reflected herein. The officers and directors are involved in other business activities and most likely will become involved in other business activities in the future.

F-7  
PN MED GROUP INC.  
(A DEVELOPMENT STAGE COMPANY)  
NOTES TO THE FINANCIAL STATEMENTS  
MARCH 31, 2012

NOTE 7 - INCOME TAXES

As of March 31, 2012, the Company had net operating loss carry forwards of approximately \$4,600 that may be available to reduce future years' taxable income in varying amounts through 2032. Future tax benefits which may arise as a result of these losses have not been recognized in these financial statements, as their realization is determined not likely to occur and accordingly, the Company has recorded a valuation allowance for the deferred tax asset relating to these tax loss carry-forwards.

The provision for Federal income tax consists of the following:

	2012
Federal income tax benefit attributable to:	-----
Current Operations	\$ 1,583
Less: valuation allowance	(1,583)
	-----

Net provision for Federal income taxes \$ 0  
=====

The cumulative tax effect at the expected rate of 34% of significant items comprising our net deferred tax amount is as follows:

	2012
Deferred tax asset attributable to:	
Net operating loss carryover	\$ 1,583
Less: valuation allowance	(1,583)
	-----
Net deferred tax asset	\$ 0
	=====

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards of approximately \$4,600 for Federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur net operating loss carry forwards may be limited as to use in future years.

#### NOTE 8 - GOING CONCERN

The accompanying financial statements have been prepared in conformity with generally accepted accounting principle, which contemplate continuation of the Company as a going concern. However, the Company had no revenues as of March 31, 2012. The Company currently has limited working capital, and has not completed its efforts to establish a stabilized source of revenues sufficient to cover operating costs over an extended period of time.

Management anticipates that the Company will be dependent, for the near future, on additional investment capital to fund operating expenses. The Company intends to position itself so that it may be able to raise additional funds through the capital markets. In light of management's efforts, there are no assurances that the Company will be successful in this or any of its endeavors or become financially viable and continue as a going concern.

#### NOTE 9 - SUBSEQUENT EVENTS

In accordance with ASC 855-10, the Company has analyzed its operations subsequent to March 31, 2012 to the date these financial statements were issued, and has determined that it does not have any material subsequent events to disclose in these financial statements.

F-8  
PROSPECTUS

5,000,000 SHARES OF COMMON STOCK

PN MED GROUP INC.

#### DEALER PROSPECTUS DELIVERY OBLIGATION

UNTIL \_\_\_\_\_, 2012, ALL DEALERS THAT EFFECT TRANSACTIONS IN THESE SECURITIES WHETHER OR NOT PARTICIPATING IN THIS OFFERING, MAY BE REQUIRED TO DELIVER A PROSPECTUS. THIS IS IN ADDITION TO THE DEALERS' OBLIGATION TO DELIVER A PROSPECTUS WHEN ACTING AS UNDERWRITERS AND WITH RESPECT TO THEIR UNSOLD ALLOTMENTS OR SUBSCRIPTIONS.

#### PART II

#### INFORMATION NOT REQUIRED IN THE PROSPECTUS

#### ITEM 13. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

The estimated costs (assuming all shares are sold) of this offering are as follows:

SEC Registration Fee	\$ 20
Printing Expenses	\$ 200
Accounting Fees and Expenses	\$ 1,000
Auditor Fees and Expenses	\$ 4,500
Legal Fees and Expenses	\$ 4,280
Transfer Agent Fees	\$ 0
	-----
TOTAL	\$10,000
	=====

(1) All amounts are estimates, other than the SEC's registration fee.

#### ITEM 14. INDEMNIFICATION OF DIRECTOR AND OFFICERS

PNMG Inc.'s bylaws allow for the indemnification of the officer and/or director in regards each such person carrying out the duties of his or her office. The Board of Directors will make determination regarding the indemnification of the director, officer or employee as is proper under the circumstances if he has met the applicable standard of conduct set forth under the Nevada Revised Statutes.

As to indemnification for liabilities arising under the Securities Act of 1933,

as amended, for a director, officer and/or person controlling PN Med Group Inc., we have been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy and unenforceable.

ITEM 15. RECENT SALES OF UNREGISTERED SECURITIES

Set forth below is information regarding the issuance and sales of securities without registration since inception. On March 29, 2012, PNMG Inc. sold 5,000,000 shares of common stock to our president, Mr. Niklitschek, for a purchase price of \$0.001 per share, for aggregate offering proceeds of \$5,000. PN Med Group Inc. made the offer and sale in reliance on the exemption from registration afforded by Section 4(2) to the Securities Act of 1933, as amended (the "Securities Act"), on the basis that the securities were offered and sold in a non-public offering to a "sophisticated investor" who had access to registration-type information about the Company. No commission was paid in connection with the sale of any securities and no general solicitations were made to any person.

II-1

ITEM 16. EXHIBITS

Exhibit Number	Description of Exhibit
3.1	Articles of Incorporation of the Registrant
3.2	Bylaws of the Registrant
5.1	Opinion re: Legality and Consent of Counsel
10.1	Distribution Agreement
23.1	Consent of Legal Counsel (contained in exhibit 5.1) (2)
23.2	Consent of Silberstein Ungar, PLLC (3)

ITEM 17. UNDERTAKINGS

The undersigned Registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to:

(a) Include any prospectus required by Section 10(a)(3) of the Securities Act;

(b) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) (ss.230.424(b) of this chapter) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(c) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

2. That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. To remove from registration, by means of a post-effective amendment, any of the securities being registered hereby that remains unsold at the termination of the offering.

4. For determining liability of the undersigned Registrant under the Securities Act to any purchaser in the initial distribution of the securities, that in a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(a) Any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;

II-2

(b) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;

(c) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and

(d) Any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Act") may be permitted to our director, officers and controlling persons pursuant to the provisions above, or otherwise, we have been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable.

In the event that a claim for indemnification against such liabilities, other than the payment by us of expenses incurred or paid by one of our director, officers, or controlling persons in the successful defense of any action, suit or proceeding, is asserted by one of our director, officers, or controlling person in connection with the securities being registered, we will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification is against public policy as expressed in the Securities Act, and we will be governed by the final adjudication of such issue.

For the purposes of determining liability under the Securities Act for any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

II-3  
SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the San Isidro 250, depot 618, Santiago, Chile, 8240400 on May 8, 2012.

PN MED GROUP INC.

By: /s/ Pedro Perez Niklitschek  
-----

Name: Pedro Perez Niklitschek  
Title: President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

By: /s/ Pedro Perez Niklitschek  
-----

Pedro Perez Niklitschek  
Principal Executive Officer, Controller  
Principal Financial Officer, Director

Dated: May 8, 2012

II-4  
EXHIBIT INDEX

Exhibit Number -----	Description of Exhibit -----
3.1	Articles of Incorporation of the Registrant
3.2	Bylaws of the Registrant
5.1	Opinion re: Legality and Consent of Counsel
10.1	Distribution Agreement
23.1	Consent of Legal Counsel (contained in exhibit 5.1) (2)
23.2	Consent of Silberstein Ungar, PLLC (3)



ROSS MILLER  
 Secretary of State  
 206 North Carson Street  
 Carson City, Nevada 89701-4298  
 (775) 684-5708  
 Website: www.nvsos.gov

Document Number  
 20120064453-87  
 Filing Date and Time  
 01/30/2012 9:41 AM  
 Entity Number  
 E0051992012-6

ARTICLES OF INCORPORATION  
 (PURSUANT TO NRS 78)

Filed in the office of  
 /s/ Ross Miller  
 Ross Miller  
 Secretary of State  
 State of Nevada

ABOVE SPACE IS FOR OFFICE USE ONLY

<TABLE>  
 <CAPTION>  
 <S>

<C>

- |   |   |                           |   |                |
|---|---|---------------------------|---|----------------|
| 1. Name of Corporation:   | PN MED GROUP INC.   |                           |   |                |
| 2. Registered Agent for Service of Process (check only one box)   | <input checked="" type="checkbox"/> Commercial Registered Agent                             | INCORP SERVICES, INC.     | Name  |                |
|   | <input type="checkbox"/> Noncommercial Registered Agent                                     | OR                        | <input type="checkbox"/> Office or Position with Entity |                |
|   | (name and address below)  |                           | (name and address below)                                |                |
|   | Address   | City                      | Nevada  | Zip Code       |
|   | Mailing Address (if different from street address)  | City                      | Nevada  | Zip Code       |
| 3. Shares: (number of shares corporation authorized to issue)   | Number of shares with par value: 75000000   | Par value: \$0.0010       | Number of shares without par value: 0                   |                |
| 4. Names & Addresses, of Board of Directors/Trustees: (attach additional page if there is more than 3 directors/trustees) | 1. PEDRO PEREZ NIKLITSCHK-SEE ATTACHED  |                           |   |                |
|   | Name  | 2360 CORPORATE CIRCLE - S | HENDERSON   | NV 89074-7722  |
|   | Street Address  |                           | City  | State Zip Code |
|   | 2.  |                           |   |                |
|   | Name  |                           |   |                |
|   | Street Address  |                           | City  | State Zip Code |
| 5. Purpose: (optional- see instructions)  | The purpose of this Corporation shall be:<br>DISTRIBUTION OF MEDICAL SUPPLIES AND EQUIPMENT |                           |   |                |
| 6. Names, Address and Signature of Incorporator. (attach additional page if there is more than 1 incorporator).           | INCORP SERVI-SEE ATTACHED   |                           | X INCORP SERVICES, INC.                                 |                |
|   | Name  |                           | Signature   |                |
|   | 2360 CORPORATE CIRCLE - S   | HENDERSON                 | NV  | 89074-7722     |
|   | Address   | City                      | State   | Zip Code       |
| 7. Certificate of Acceptance of Appointment of Resident Agent:  | I hereby accept appointment as Resident Agent for the above named corporation.              |                           |   |                |
|   | X INCORP SERVICES, INC.   |                           |   | 1/30/2012      |
|   | Authorized Signature of R. A. or On Behalf of R. A. Company                                 |                           |   | Date           |

</TABLE>

BYLAWS

OF

PN MED GROUP INC.

(the "Corporation")

ARTICLE I: MEETINGS OF SHAREHOLDERS

Section 1 - Annual Meetings

The annual meeting of the shareholders of the Corporation shall be held at the time fixed, from time to time, by the Board of Directors.

Section 2 - Special Meetings

Special meetings of the shareholders may be called by the Board of Directors or such person or persons authorized by the Board of Directors.

Section 3 - Place of Meetings

Meetings of shareholders shall be held at the registered office of the Corporation, or at such other places, within or without the State of Nevada as the Board of Directors may from time to time fix.

Section 4 - Notice of Meetings

A notice convening an annual or special meeting which specifies the place, day, and hour of the meeting, and the general nature of the business of the meeting, must be faxed, personally delivered or mailed postage prepaid to each shareholder of the Corporation entitled to vote at the meeting at the address of the shareholder as it appears on the stock transfer ledger of the Corporation, at least ten (10) days prior to the meeting. Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, a shareholder will not invalidate the proceedings at that meeting.

Section 5 - Action Without a Meeting

Unless otherwise provided by law, any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting, without prior notice and without a vote if written consents are signed by shareholders representing a majority of the shares entitled to vote at such a meeting, except however, if a different proportion of voting power is required by law, the Articles of Incorporation or these Bylaws, than that proportion of written consents is required. Such written consents must be filed with the minutes of the proceedings of the shareholders of the Corporation.

Section 6 - Quorum

- a) No business, other than the election of the chairman or the adjournment of the meeting, will be transacted at an annual or special meeting unless a quorum of shareholders, entitled to attend and vote, is present at the commencement of the meeting, but the quorum need not be present throughout the meeting.
- b) Except as otherwise provided in these Bylaws, a quorum is two persons present and being, or representing by proxy, shareholders of the Corporation.
- c) If within half an hour from the time appointed for an annual or special meeting a quorum is not present, the meeting shall stand adjourned to a day, time and place as determined by the chairman of the meeting.

Section 7 - Voting

Subject to a special voting rights or restrictions attached to a class of shares, each shareholder shall be entitled to one vote for each share of stock in his or her own name on the books of the corporation, whether represented in person or by proxy.

## Section 8 - Motions

No motion proposed at an annual or special meeting need be seconded.

## Section 9 - Equality of Votes

In the case of an equality of votes, the chairman of the meeting at which the vote takes place is not entitled to have a casting vote in addition to the vote or votes to which he may be entitled as a shareholder of proxyholder.

## Section 10 - Dispute as to Entitlement to Vote

In a dispute as to the admission or rejection of a vote at an annual or special meeting, the decision of the chairman made in good faith is conclusive.

## Section 11 - Proxy

- a) Each shareholder entitled to vote at an annual or special meeting may do so either in person or by proxy. A form of proxy must be in writing under the hand of the appointor or of his or her attorney duly authorized in writing, or, if the appointor is a corporation, either under the seal of the corporation or under the hand of a duly authorized officer or attorney. A proxyholder need not be a shareholder of the Corporation.
- b) A form of proxy and the power of attorney or other authority, if any, under which it is signed or a facsimiled copy thereof must be deposited at the registered office of the Corporation or at such other place as is specified for that purpose in the notice convening the meeting. In addition to any other method of depositing proxies provided for in these Bylaws, the

2

Directors may from time to time by resolution make regulations relating to the depositing of proxies at a place or places and fixing the time or times for depositing the proxies not exceeding 48 hours (excluding Saturdays, Sundays and holidays) preceding the meeting or adjourned meeting specified in the notice calling a meeting of shareholders.

## ARTICLE II: BOARD OF DIRECTORS

### Section 1 - Number, Term, Election and Qualifications

- a) The first Board of Directors of the Corporation, and all subsequent Boards of the Corporation, shall consist of not less than one (1) and not more than nine (9) directors. The number of Directors may be fixed and changed from time to time by ordinary resolution of the shareholders of the Corporation.
- b) The first Board of Directors shall hold office until the first annual meeting of shareholders and until their successors have been duly elected and qualified or until there is a decrease in the number of directors. Thereinafter, Directors will be elected at the annual meeting of shareholders and shall hold office until the annual meeting of the shareholders next succeeding his or her election, or until his or her prior death, resignation or removal. Any Director may resign at any time upon written notice of such resignation to the Corporation.
- c) A casual vacancy occurring in the Board may be filled by the remaining Directors.
- d) Between successive annual meetings, the Directors have the power to appoint one or more additional Directors but not more than 1/2 of the number of Directors fixed at the last shareholder meeting at which Directors were elected. A Director so appointed holds office only until the next following annual meeting of the Corporation, but is eligible for election at that meeting. So long as he or she is an additional Director, the number of Directors will be increased accordingly.
- e) A Director is not required to hold a share in the capital of the Corporation as qualification for his or her office.

### Section 2 - Duties, Powers and Remuneration

- a) The Board of Directors shall be responsible for the control and management of the business and affairs, property and interests of the Corporation, and may exercise all powers of the Corporation, except for those powers conferred upon or reserved for the shareholders or any other persons as required under Nevada state law, the Corporation's Articles of Incorporation or by these Bylaws.
- b) The remuneration of the Directors may from time to time be determined by the Directors or, if the Directors decide, by the shareholders.

### Section 3 - Meetings of Directors

- a) The President of the Corporation shall preside as chairman at every meeting of the Directors, or if the President is not present or is willing to act as chairman, the Directors present shall choose one of their number to be chairman of the meeting.

3

- b) The Directors may meet together for the dispatch of business, and adjourn and otherwise regulate their meetings as they think fit. Questions arising at a meeting must be decided by a majority of votes. In case of an equality of votes the chairman does not have a second or casting vote. Meetings of the Board held at regular intervals may be held at the place and time upon the notice (if any) as the Board may by resolution from time to time determine.
- c) A Director may participate in a meeting of the Board or of a committee of the Directors using conference telephones or other communications facilities by which all Directors participating in the meeting can hear each other and provided that all such Directors agree to such participation. A Director participating in a meeting in accordance with this Bylaw is deemed to be present at the meeting and to have so agreed. Such Director will be counted in the quorum and entitled to speak and vote at the meeting.
- d) A Director may, and the Secretary on request of a Director shall, call a meeting of the Board. Reasonable notice of the meeting specifying the place, day and hour of the meeting must be given by mail, postage prepaid, addressed to each of the Directors and alternate Directors at his or her address as it appears on the books of the Corporation or by leaving it at his or her usual business or residential address or by telephone, facsimile or other method of transmitting legibly recorded messages. It is not necessary to give notice of a meeting of Directors to a Director immediately following a shareholder meeting at which the Director has been elected, or is the meeting of Directors at which the Director is appointed.
- e) A Director of the Corporation may file with the Secretary a document executed by him waiving notice of a past, present or future meeting or meetings of the Directors being, or required to have been, sent to him and may at any time withdraw the waiver with respect to meetings held thereafter. After filing such waiver with respect to future meetings and until the waiver is withdrawn no notice of a meeting of Directors need be given to the Director. All meetings of the Directors so held will be deemed not to be improperly called or constituted by reason of notice not having been given to the Director.
- f) The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and if not so fixed is a majority of the Directors or, if the number of Directors is fixed at one, is one Director.
- g) The continuing Directors may act notwithstanding a vacancy in their body but, if and so long as their number is reduced below the number fixed pursuant to these Bylaws as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a shareholder meeting of the Corporation, but for no other purpose.
- h) All acts done by a meeting of the Directors, a committee of Directors, or a person acting as a Director, will, notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of the Directors, shareholders of the committee or person acting as a Director, or that any of them were disqualified, be as valid as if the person had been duly elected or appointed and was qualified to be a

Director.

4

- i) A resolution consented to in writing, whether by facsimile or other method of transmitting legibly recorded messages, by all of the Directors is as valid as if it had been passed at a meeting of the Directors duly called and held. A resolution may be in two or more counterparts which together are deemed to constitute one resolution in writing. A resolution must be filed with the minutes of the proceedings of the directors and is effective on the date stated on it or on the latest date stated on a counterpart.
- j) All Directors of the Corporation shall have equal voting power.

#### Section 4 - Removal

One or more or all the Directors of the Corporation may be removed with or without cause at any time by a vote of two-thirds of the shareholders entitled to vote thereon, at a special meeting of the shareholders called for that purpose.

#### Section 5 - Committees

- a) The Directors may from time to time by resolution designate from among its members one or more committees, and alternate members thereof, as they deem desirable, each consisting of one or more members, with such powers and authority (to the extent permitted by law and these Bylaws) as may be provided in such resolution. Each such committee shall serve at the pleasure of the Board of Directors and unless otherwise stated by law, the Certificate of Incorporation of the Corporation or these Bylaws, shall be governed by the rules and regulations stated herein regarding the Board of Directors.
- b) Each Committee shall keep regular minutes of its transactions, shall cause them to be recorded in the books kept for that purpose, and shall report them to the Board at such times as the Board may from time to time require. The Board has the power at any time to revoke or override the authority given to or acts done by any Committee.

### ARTICLE III: OFFICERS

#### Section 1 - Number, Qualification, Election and Term of Office

- a) The Corporation's officers shall have such titles and duties as shall be stated in these Bylaws or in a resolution of the Board of Directors which is not inconsistent with these Bylaws. The officers of the Corporation shall consist of a president, secretary, treasurer, and also may have one or more vice presidents, assistant secretaries and assistant treasurers and such other officers as the Board of Directors may from time to time deem advisable. Any officer may hold two or more offices in the Corporation, and may or may not also act as a Director.
- b) The officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board following the annual meeting of shareholders.
- c) Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his or her election, and until his or her successor shall have been duly elected and qualified, subject to earlier termination by his or her death, resignation or removal.

5

#### Section 2 - Resignation

Any officer may resign at any time by giving written notice of such resignation to the Corporation.

#### Section 3 - Removal

Any officer appointed by the Board of Directors may be removed by a majority vote of the Board, either with or without cause, and a successor appointed by the Board at any time, and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

#### Section 4 - Remuneration

The remuneration of the Officers of the Corporation may from time to time be determined by the Directors or, if the Directors decide, by the shareholders.

#### Section 5 - Conflict of Interest

Each officer of the Corporation who holds another office or possesses property whereby, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as an officer of the Corporation shall, in writing, disclose to the President the fact and the nature, character and extent of the conflict and abstain from voting with respect to any resolution in which the officer has a personal interest.

### ARTICLE IV: SHARES OF STOCK

#### Section 1 - Certificate of Stock

- a) The shares of the Corporation shall be represented by certificates or shall be uncertificated shares.
- b) Certificated shares of the Corporation shall be signed, either manually or by facsimile, by officers or agents designated by the Corporation for such purposes, and shall certify the number of shares owned by the shareholder in the Corporation. Whenever any certificate is countersigned or otherwise authenticated by a transfer agent or transfer clerk, and by a registrar, then a facsimile of the signatures of the officers or agents, the transfer agent or transfer clerk or the registrar of the Corporation may be printed or lithographed upon the certificate in lieu of the actual signatures. If the Corporation uses facsimile signatures of its officers and agents on its stock certificates, it cannot act as registrar of its own stock, but its transfer agent and registrar may be identical if the institution acting in those dual capacities countersigns or otherwise authenticates any stock certificates in both capacities. If any officer who has signed or whose facsimile signature has been placed upon such certificate, shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of its issue.
- c) If the Corporation issued uncertificated shares as provided for in these Bylaws, within a reasonable time after the issuance or transfer of such uncertificated shares, and at least annually thereafter, the Corporation shall send the shareholder a written statement certifying the number of shares owned by such shareholder in the Corporation.

6

- d) Except as otherwise provided by law, the rights and obligations of the holders of uncertificated shares and the rights and obligations of the holders of certificates representing shares of the same class and series shall be identical.
- e) If a share certificate:
  - (i) is worn out or defaced, the Directors shall, upon production to them of the certificate and upon such other terms, if any, as they may think fit, order the certificate to be cancelled and issue a new certificate;
  - (ii) is lost, stolen or destroyed, then upon proof being given to the satisfaction of the Directors and upon and indemnity, if any being given, as the Directors think adequate, the Directors shall issue a new certificate; or
  - (iii) represents more than one share and the registered owner surrenders it to the Corporation with a written request that the Corporation issue in his or her name two or more certificates, each representing a specified number of shares and in the aggregate representing the same number of shares as the certificate so surrendered, the Corporation shall cancel the certificate so surrendered and issue new certificates in accordance with such request.

#### Section 2 - Transfers of Shares

- a) Transfers or registration of transfers of shares of the Corporation shall be made on the stock transfer books of the Corporation by the registered holder thereof, or by his or her attorney duly authorized by a written power of attorney; and in the case of shares represented by certificates, only after the surrender to the Corporation of the certificates representing such shares with such shares properly endorsed, with such evidence of the authenticity of such endorsement, transfer, authorization and other matters as the Corporation may reasonably require, and the payment of all stock transfer taxes due thereon.
- b) The Corporation shall be entitled to treat the holder of record of any share or shares as the absolute owner thereof for all purposes and, accordingly, shall not be bound to recognize any legal, equitable or other claim to, or interest in, such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by law.

#### Section 3 - Record Date

- a) The Directors may fix in advance a date, which must not be more than 60 days permitted by the preceding the date of a meeting of shareholders or a class of shareholders, or of the payment of a dividend or of the proposed taking of any other proper action requiring the determination of shareholders as the record date for the determination of the shareholders entitled to notice of, or to attend and vote at, a meeting and an adjournment of the meeting, or entitled to receive payment of a dividend or for any other proper purpose and, in such case, notwithstanding anything in these Bylaws, only shareholders of records on the date so fixed will be deemed to be the shareholders for the purposes of this Bylaw.

7

- b) Where no record date is so fixed for the determination of shareholders as provided in the preceding Bylaw, the date on which the notice is mailed or on which the resolution declaring the dividend is adopted, as the case may be, is the record date for such determination.

#### Section 4 - Fractional Shares

Notwithstanding anything else in these Bylaws, the Corporation, if the Directors so resolve, will not be required to issue fractional shares in connection with an amalgamation, consolidation, exchange or conversion. At the discretion of the Directors, fractional interests in shares may be rounded to the nearest whole number, with fractions of 1/2 being rounded to the next highest whole number, or may be purchased for cancellation by the Corporation for such consideration as the Directors determine. The Directors may determine the manner in which fractional interests in shares are to be transferred and delivered to the Corporation in exchange for consideration and a determination so made is binding upon all shareholders of the Corporation. In case shareholders having fractional interests in shares fail to deliver them to the Corporation in accordance with a determination made by the Directors, the Corporation may deposit with the Corporation's Registrar and Transfer Agent a sum sufficient to pay the consideration payable by the Corporation for the fractional interests in shares, such deposit to be set aside in trust for such shareholders. Such setting aside is deemed to be payment to such shareholders for the fractional interests in shares not so delivered which will thereupon not be considered as outstanding and such shareholders will not be considered to be shareholders of the Corporation with respect thereto and will have no right except to receive payment of the money so set aside and deposited upon delivery of the certificates for the shares held prior to the amalgamation, consolidation, exchange or conversion which result in fractional interests in shares.

#### ARTICLE V: DIVIDENDS

- a) Dividends may be declared and paid out of any funds available therefor, as often, in such amounts, and at such time or times as the Board of Directors may determine and shares may be issued pro rata and without consideration to the Corporation's shareholders or to the shareholders of one or more classes or series.
- b) Shares of one class or series may not be issued as a share dividend to shareholders of another class or series unless such issuance is in accordance with the Articles of Incorporation and:

- (i) a majority of the current shareholders of the class or series to be issued approve the issue; or
- (ii) there are no outstanding shares of the class or series of shares that are authorized to be issued as a dividend.

#### ARTICLE VI: BORROWING POWERS

- a) The Directors may from time to time on behalf of the Corporation:
  - (i) borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they think fit,
  - 8
  - (ii) issue bonds, debentures and other debt obligations either outright or as security for liability or obligation of the Corporation or another person, and
  - (iii) mortgage, charge, whether by way of specific or floating charge, and give other security on the undertaking, or on the whole or a part of the property and assets of the Corporation (both present and future).
- b) A bond, debenture or other debt obligation of the Corporation may be issued at a discount, premium or otherwise, and with a special privilege as to redemption, surrender, drawing, allotment of or conversion into or exchange for shares or other securities, attending and voting at shareholder meetings of the Corporation, appointment of Directors or otherwise, and may by its terms be assignable free from equities between the Corporation and the person to whom it was issued or a subsequent holder thereof, all as the Directors may determine.

#### ARTICLE VII: FISCAL YEAR

The fiscal year end of the Corporation shall be fixed, and shall be subject to change, by the Board of Directors from time to time, subject to applicable law.

#### ARTICLE VIII: CORPORATE SEAL

The corporate seal, if any, shall be in such form as shall be prescribed and altered, from time to time, by the Board of Directors. The use of a seal or stamp by the Corporation on corporate documents is not necessary and the lack thereof shall not in any way affect the legality of a corporate document.

#### ARTICLE IX: AMENDMENTS

##### Section 1 - By Shareholders

All Bylaws of the Corporation shall be subject to alteration or repeal, and new Bylaws may be made by a majority vote of the shareholders at any annual meeting or special meeting called for that purpose.

##### Section 2 - By Directors

The Board of Directors shall have the power to make, adopt, alter, amend and repeal, from time to time, Bylaws of the Corporation.

#### ARTICLE X: DISCLOSURE OF INTEREST OF DIRECTORS

- a) A Director who is, in any way, directly or indirectly interested in an existing or proposed contract or transaction with the Corporation or who holds an office or possesses property whereby, directly or indirectly, a duty or interest might be created to conflict with his or her duty or interest as a Director, shall declare the nature and extent of his or her interest in such contract or transaction or of the conflict with his or her duty and interest as a Director, as the case may be.
- b) A Director shall not vote in respect of a contract or transaction with the Corporation in which he is interested and if he does so his or her vote

will not be counted, but he will be counted in the quorum present at the meeting at which the vote is taken. The foregoing prohibitions do not apply to:



- (i) a contract or transaction relating to a loan to the Corporation, which a Director or a specified corporation or a specified firm in which he has an interest has guaranteed or joined in guaranteeing the repayment of the loan or part of the loan;
  - (ii) a contract or transaction made or to be made with or for the benefit of a holding corporation or a subsidiary corporation of which a Director is a director or officer;
  - (iii) a contract by a Director to subscribe for or underwrite shares or debentures to be issued by the Corporation or a subsidiary of the Corporation, or a contract, arrangement or transaction in which a Director is directly or indirectly interested if all the other Directors are also directly or indirectly interested in the contract, arrangement or transaction;
  - (iv) determining the remuneration of the Directors;
  - (v) purchasing and maintaining insurance to cover Directors against liability incurred by them as Directors; or
  - (vi) the indemnification of a Director by the Corporation.
- c) A Director may hold an office or place of profit with the Corporation (other than the office of Auditor of the Corporation) in conjunction with his or her office of Director for the period and on the terms (as to remuneration or otherwise) as the Directors may determine. No Director or intended Director will be disqualified by his or her office from contracting with the Corporation either with regard to the tenure of any such other office or place of profit, or as vendor, purchaser or otherwise, and, no contract or transaction entered into by or on behalf of the Corporation in which a Director is interested is liable to be voided by reason thereof.
- d) A Director or his or her firm may act in a professional capacity for the Corporation (except as Auditor of the Corporation), and he or his or her firm is entitled to remuneration for professional services as if he were not a Director.
- e) A Director may be or become a director or other officer or employee of, or otherwise interested in, a corporation or firm in which the Corporation may be interested as a shareholder or otherwise, and the Director is not accountable to the Corporation for remuneration or other benefits received by him as director, officer or employee of, or from his or her interest in, the other corporation or firm, unless the shareholders otherwise direct.

#### ARTICLE XI: ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT

The Corporation shall, within sixty days after the filing of its Articles of Incorporation with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of incorporation occurs each year, file with the Secretary of State a list of its president, secretary and treasurer and all of its Directors, along with the post office box or street address, either residence or business, and a designation of its resident agent in the state of Nevada. Such list shall be certified by an officer of the Corporation.

#### ARTICLE XII: INDEMNITY OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

- a) The Directors shall cause the Corporation to indemnify a Director or former Director of the Corporation and the Directors may cause the Corporation to indemnify a director or former director of a corporation of which the Corporation is or was a shareholder and the heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or them including an amount paid to settle an action or satisfy a judgment inactive criminal or administrative action or proceeding to which he is or they are made a party by reason of his or her being or having been a Director of the Corporation or a director of such corporation, including an action brought by the Corporation or corporation. Each Director of the Corporation on being elected or appointed

is deemed to have contracted with the Corporation on the terms of the foregoing indemnity.

- b) The Directors may cause the Corporation to indemnify an officer, employee or agent of the Corporation or of a corporation of which the Corporation is or was a shareholder (notwithstanding that he is also a Director), and his or her heirs and personal representatives against all costs, charges and expenses incurred by him or them and resulting from his or her acting as an officer, employee or agent of the Corporation or corporation. In addition the Corporation shall indemnify the Secretary or an Assistance Secretary of the Corporation (if he is not a full time employee of the Corporation and notwithstanding that he is also a Director), and his or her respective heirs and legal representatives against all costs, charges and expenses incurred by him or them and arising out of the functions assigned to the Secretary by the Corporation Act or these Articles and each such Secretary and Assistant Secretary, on being appointed is deemed to have contracted with the Corporation on the terms of the foregoing indemnity.
- c) The Directors may cause the Corporation to purchase and maintain insurance for the benefit of a person who is or was serving as a Director, officer, employee or agent of the Corporation or as a director, officer, employee or agent of a corporation of which the Corporation is or was a shareholder and his or her heirs or personal representatives against a liability incurred by him as a Director, officer, employee or agent.

CERTIFIED TO BE THE BYLAWS OF:

PN Med Group Inc.

per:

By: /s/ Miguel Molina Urra

-----  
Miguel Molina Urra, Secretary

Stepp Law Corporation  
15707 Rockfield Blvd.  
Suite 101  
Irvine, California 92618  
949.660.9700

May 1, 2012

PN Med Group Inc.  
San Isidro, Depot 618  
Santiago, Chile 8240400

Attention: Pedro Perez Niklitschek

Re: Registration Statement on Form S-1

Dear Mr. Niklitschek:

As special counsel to PN Med Group Inc., a Nevada corporation (the "Company"), we have been requested to provide our opinion regarding 5,000,000 shares of the Company's \$.001 par value common stock to be registered for sale by the Company pursuant to the provisions of that certain registration statement on Form S-1, which is anticipated to be filed by the Company with the Securities and Exchange Commission (the "SEC") (the "Registration Statement") (the "Shares"). Accordingly, the purpose of this letter is to respond, in writing, to that request and furnish that opinion. The opinion specified in this letter is limited to Nevada law.

For purposes of providing the opinion specified in this letter, we have made such legal and factual examinations and inquiries, including an examination of photocopies, identified to our satisfaction being true copies of various records of the Company, including the Registration Statement and such other documents, instruments, corporate records and public records as we have deemed necessary or appropriate. Also, we have obtained from officers of the Company and relied upon, such certificates, representations and assurances as we deem necessary or appropriate for the purposes of providing that opinion.

Without limiting the generality of the foregoing, we have, with your permission, assumed without independent verification that (i) each natural person executing a document has sufficient legal capacity to do so; (ii) all documents submitted to us as originals are authentic, the signatures on all documents that we have examined are genuine and all documents submitted to us as photocopies, electronic or facsimile copies conform to the original document; and (iii) all records made available to us by the Company and all public records we have reviewed are accurate and complete.

Based upon the foregoing and in reliance thereon, and subject to the qualifications, limitations, exceptions and assumptions specified in this letter, it is our opinion that the Shares (i) have been duly and validly authorized for issuance and (ii) when issued pursuant to the Registration Statement, will be validly issued, fully paid, and non-assessable.

PN Med Group Inc.  
May 1, 2012  
Page 2

We confirm that we furnish no opinion with respect to the truth and accuracy or the completeness of the Registration Statement. The opinion specified in this letter is expressly limited to the matters specified in this letter, and we furnish no opinion, express or implied, as to any other matter relating to the Company or its securities. Accordingly, no provision of this letter is intended to, nor shall any such provision, be construed as an opinion concerning any matter not specified in this letter.

The opinion specified in this letter is as of the date of this letter, and we assume no obligation to update or supplement that opinion, if any applicable law changes after the date of this letter or if we become aware after the date of this letter of any fact, whether existing before or occurring after the date of this letter, that might change the opinion specified in this letter.

The opinion specified in this letter is furnished in connection with the filing of the Registration Statement with the Commission and may not be relied upon for any other purpose without our prior written consent in each instance. Additionally, no portion of this letter may be quoted, circulated or referred to in any other document for any other purpose without our prior written consent.

We consent to the (i) use of this letter as an exhibit to the Registration Statement, (ii) disclosure in the prospectus portion of the Registration Statement of the opinion specified in this letter, and (iii) use of our name in the Registration Statement in connection with that opinion. In giving the foregoing consent, we do not hereby admit that we are in the category of persons whose consent is required pursuant to Section 7 of the Securities Act of 1933, or the rules and regulations of the Securities and Exchange Commission.

The Company is hereby advised, urged, and encouraged to consult with and, if appropriate, retain securities counsel in each jurisdiction outside the United States in which the Shares may be offered and sold regarding compliance with the securities laws of such jurisdiction.

Finally, of course, in the event that you have questions or comments regarding this matter, please do not hesitate to contact us. Thank you.

Sincerely,

STEPP LAW CORPORATION

/s/ Thomas E. Stepp, Jr.

-----  
By: Thomas E. Stepp, Jr.

Form International Distributor Agreement

Distributor:

PN Med Group Inc.  
250 San Isidro  
Santiago, Chile  
(569)-6592-2350

This Agreement, is made and entered into this 25 day of February, 2012 by and between PN Med Group Inc., a corporation with offices at 250 San Isidro, Santiago, Chile, (hereinafter called "Distributor") and Kangtai Medical Devices Co. ("Manufacturer"), with offices at No. 523 Xinhua Road, Hangzhou, China.

The parties hereto agree as follows:

I. ASSOCIATION

Distributor shall act as an exclusive distributor of Manufacturer's medical supplies and equipment throughout the country of Chile (the "Territory").

II. DUTIES

1. Distributor agrees to actively and diligently promote the sale of the Products in the Territory during the Term hereof. Manufacturer shall refer to Distributor inquiries for Products in the Territory.

2. Distributor agrees to promote in the Territory the Manufacturer's names and the Products during the Term hereof. Distributor agrees to notify Manufacturer of any leads of interest granted for any products.

III. ASSISTANCE BY MANUFACTURER

Manufacturer agrees to furnish Distributor with reasonable quantities of Manufacturer's catalogs, manuals, advertising literature and other sales aids that may be available by Manufacturer. Any such sales aids provided shall be in Spanish.

IV. INTELLECTUAL PROPERTY RIGHTS

Distributor shall not use Manufacturer's trade names and/or trademarks without the prior, express written consent of Manufacturer. Under no circumstances shall Distributor, at any time, use Manufacturer's trade names, trademarks or other proprietary information as part of Distributor's corporate or trade name. Upon termination of this Agreement, Distributor shall remove all references to Manufacturer from its letterheads, advertising literature and places of business, and shall not thereafter use any similar or deceptive name or trademark intending to give the impression that there is any relationship between the parties.

V. CUSTOMER SERVICING

Distributor shall maintain in the Territory sufficient inventory of the Products so as to permit filling and shipping against current customer orders normally shipped from Distributor's stock. Distributor agrees to notify Manufacturer if it opens any new offices or branches or closes or ceases to operate through one of its offices or branches.

VI. ORDERS/ACCEPTANCE/PRICE AND TERMS

1. All orders from Distributor are subject to approval and final acceptance by Manufacturer. Price lists to Distributor shall be set as a fixed, discounted rate, and can only be changed when the both parties agreed to it. For nonstandard Products which are sold to Distributor for resale, the price shall be as quoted to Distributor at time of inquiry, provided that the inquiry is within thirty (30) calendar days of order entry.

2. Payment to Manufacturer by Distributor shall be in United States currency. Upon the placing of order(s), Distributor shall cause an irrevocable confirmed letter of credit to be issued by a Chilean financial institution satisfactory to

Manufacturer, in favor of said Manufacturer, unless another arrangement is previously approved in writing by Manufacturer.

3. A Distributor agrees to make an order at least every 5 months, unless another arrangement is previously approved in writing by Manufacturer.

2

4. Manufacturer shall provide a free shipping and a fast processing time on all of the orders from the Distributor, unless another arrangement is previously approved in writing by Distributor.

#### VII. WARRANTY AND FORCE MAJEURE

1. Manufacturer warrants that all Products delivered hereunder shall be of Manufacturer's standard quality. MANUFACTURER MAKES NO OTHER WARRANTIES, EXPRESS OR IMPLIED: THERE ARE NO IMPLIED WARRANTIES INCLUDING WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE.

2. Manufacturer shall not be liable for damages resulting from delays in shipment or inability to ship due to normal production and shipment delays or those resulting from acts of God, fires, floods, wars, sabotage, accidents, labor disputes or shortages, plant shutdown or equipment failure, voluntary or involuntary compliances with any law, order, rule or regulation of governmental agency or authority; or inability to obtain material (including power and fuel), equipment or transportation, or arising from any other contingency, circumstances or event beyond the control of the Manufacturer.

#### VIII. LIMITATION OF LIABILITY

No claims of any kind, whether as to materials delivered or for nondelivery of materials from Manufacturer, and whether arising in tort or contract, shall be greater in amount than the purchase price of the products in respect of which such damages are claimed; and the failure to give notice of the claim to Manufacturer where the order was placed within sixty (60) calendar days from the date fixed for delivery shall constitute a waiver by Distributor of all claims in respect of such Products. In no event shall Manufacturer be liable for special, indirect or consequential damages. Any claim with respect to defective Products or breach of warranty must be promptly made and shall apply to Products properly used, stored, applied and maintained.

#### IX. RELATIONSHIP BETWEEN MANUFACTURER AND DISTRIBUTOR

Distributor is not an agent, employee or legal representative of Manufacturer, but an independent contractor. Distributor does not have any authority to assume or create any obligation or responsibility on behalf of Manufacturer or bind

3

Manufacturer in any manner whatsoever. The relationship between manufacturer and Distributor is that of vendor and vendee. Distributor further agrees to defend, indemnify and hold Manufacturer harmless from and against any and all claims of third parties that would not have arisen but for an act or omission by Distribution that is contrary to the above-acknowledged relationship or any other term hereof.

#### X. TERM/CANCELLATION

1. This Agreement shall become effective as of the date hereof upon execution by an officer or other authorized representative of the Manufacturer and by an authorized representative of Distributor and shall remain in effect for 3 years thereafter unless previously terminated by either party for any other reason upon not less than thirty (30) calendar days prior written notice to the other party.

2. Without limitation, the following events shall constitute grounds for termination by Manufacturer:

(a) if Distributor shall file or have filed against it a petition in bankruptcy or insolvency or if Distributor shall make an assignment for benefit of its creditors or if Distributor's viability as a going concern should, in Manufacturer's judgment, become impaired; (b) if Distributor fails to provide and maintain a proper and sufficient sales force;

(c) if Distributor degrades and places in bad repute the name and reputation of

Manufacturer expressly or by virtue of its methods of handling and/or promoting the Products;

(d) if Distributor fails to meet any other of its obligations hereunder; or

(e) if Distributor fails to meet minimum purchase goals

3. Except as may be otherwise determined pursuant to the laws of the jurisdiction where Distributor has its principle office, Manufacturer shall have no liability to Distributor by any reason of any termination or cancellation of this Agreement by Manufacturer, including without limitation, liability for direct or indirect damages on account of loss of income arising from anticipated

4

sales, compensation, or for expenditures, investments, leases or other commitments or for loss of goodwill or business opportunity or otherwise.

4. Upon termination by either Manufacturer or Distributor, Manufacturer shall have the option of buying back from Distributor any new unsold Products purchased from Manufacturer, at the prices charged to Distributor, less Manufacturer's then applicable restocking charge, if any, and less any additional expenses incurred by Manufacturer arising out of termination by Distributor

#### XI. NONDISCLOSURE

All information transferred or otherwise revealed to Distributor by Manufacturer under this Agreement, including but not limited to, engineering information, manufacturing information, technology, know-how and price books or lists, will at all times remain Manufacturer's property. Distributor shall at all times hold such information confidential and shall not disclose any such information if not otherwise within the public domain. Upon any termination of this Agreement, or as Manufacturer directs from time to time, Distributor shall promptly return all such information to Manufacturer, together with any copies or reproductions thereof. Distributor's obligations under this section shall survive any termination of the Agreement.

#### XII. VARIOUS

This Agreement constitutes the entire and only agreement between the Manufacturer and Distributor with respect to its subject matter and there are no understandings or representations of any kind, express, implied, oral, written statutory or otherwise, not expressly set forth herein. No alteration or modification of this Agreement shall be binding unless in writing and signed by the party to be bound thereby.

1. This Agreement is not assignable in whole or in part by either party without express written consent of the other.

2. If Distributor consists of either two or more individuals or partners, each shall execute this Agreement on behalf of Distributor and each individual signing shall be jointly and severally liable to Manufacturer with respect to the obligations of Distributor under this Agreement.

5

3. This Agreement shall be interpreted and enforced in accordance with the laws of Chile and the official language of this Agreement for all purposes shall be English.

DISTRIBUTOR:

By: /s/ Pedro Perez Niklitschek

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Pedro Perez Niklitschek  
Title: President

MANUFACTURER

By: /s/ Ou Xiemeng

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Ou Xiemeng





Silberstein Ungar, PLLC CPAs and Business Advisors  
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Phone (248) 203-0080  
Fax (248) 281-0940  
30600 Telegraph Road, Suite 2175  
Bingham Farms, MI 48025-4586  
www.sucpas.com

May 8, 2012

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors  
PN Med Group Inc.  
Santiago, Chile

To Whom It May Concern:

Silberstein Ungar, PLLC hereby consents to the use in the Form S-1, Registration Statement under the Securities Act of 1933, filed by PN Med Group Inc. of our report dated April 27, 2012, relating to the financial statements of PN Med Group Inc. as of March 31, 2012 and for the period from January 30, 2012 (date of inception) to March 31, 2012, and the reference to us under the caption "Experts".

Sincerely,

/s/ Silberstein Ungar, PLLC  
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Silberstein Ungar, PLLC  
Bingham Farms, Michigan