BIO-LIFE LABS INC.
Form 10QSB
November 19, 2004

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

Form 10-QSB

Mark One)
[x] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: September 30, 2004

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from To

Commission file number 0-21376

BIO-LIFE LABS, INC.

(Exact name of small business issuer as specified in its charter)

NEVADA	33-0714007
(State or other jurisdiction of Incorporation or organization)	(I.R.S. Employer Identification No.)

9911 West Pico Boulevard, Suite 1410, Los Angeles, California 90035
(Address of principal executive offices)

(310) 943-6445
(Issuer's telephone number)

(Former name, former address and former fiscal year, if changed since lastreport.)

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practical date: September 30, 2004 47,091,805

Transitional Small Business Disclosure Format (check one). Yes( ); No (X)

PART I

ITEM 1. FINANCIAL STATEMENTS

BIO-LIFE LABS, INC.
(Formerly TecScan International, Inc.)
(A Development Stage Company)

BALANCE SHEETS

	(UNAUDITED) SEPTEMBER 30, 2004	JUNE30, 2004
ASSETS:		
Current Assets		
Cash	$32,638	$125,030
Other receivable	5,800	5,800
Total Current Assets	38,438	130,830
Fixed Assets		
Furniture and Fixtures	10,662	10,417
Computer Equipment	3,015	3,015
Less Accumulated Depreciation	(1,001)	(239)
Net Fixed Assets	12,676	13,193
=Intangible Assets		
Product Rights	279,610	279,610
Less Accumulated Amortization	(9,320)	(5,825)
Net Intangible Assets	270,290	273,785
Other Assets		
Deposits	10,778	10,778
Total Assets	$332,182	$428,586

BIO-LIFE LABS, INC.
(Formerly TecScan International, Inc.)
(A Development Stage Company)
BALANCE SHEETS
(continued)

	(UNAUDITED) SEPTEMBER 30, 2004	JUNE 30, 2004
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	$ 60,662	$ 79,439
Total Current Liabilities	60,662	79,439
Stockholders' equity		
Series A convertible preferred stock (par value $.01), 5,000,000 shares authorized, no shares issued or Outstanding at September 30, 2004 and June 30, 2004	-	-
Common Stock (par value $.001), 50,000,000 shares Authorized, 47,091,805 shares issued and outstanding at September 30, 2004 and June 30, 2004	47,092	47,092
Paid in capital in excess of par value	746,630	746,630
Deficit accumulated during development stage	(522,202)	(444,575)
Total Stockholders' Equity (Deficit)	271,520	349,147
Total Liabilities and Stockholders' Equity	$ 332,182	$ 428,586

The accompanying notes are an integral part of these financial statements.

BIO-LIFE LABS, INC.

(Formerly TecScan International, Inc.)
(A Development Stage Company)
STATEMENTS OF OPERATIONS

	(UNAUDITED) FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2004	(UNAUDITED) FOR THE PERIOD FROM JULY 11, 2003 TO SEPTEMBER 30, 2003	DEFICIT ACCUMULATED SINCE JULY 11, 2003 INCEPTION OF DEVELOPMENT STAGE
Revenue:	$ -	$ -	$ -
Operating Expenses			
Professional Fees	37,392	865	456,644
General and Administrative	40,235	2,370	65,558
Total Operating Expenses	77,627	3,235	522,202
Net Income (Loss)	$ (77,627	$ (3,235)	$ (522,202)
Income (Loss) Per Common Share	$ -	$ -	
Weighted Average Shares Outstanding	47,091,805	-	

The accompanying notes are an integral part of these financial statements.

BIO-LIFE LABS, INC.

(Formerly TecScan International, Inc.)
STATEMENTS OF CASH FLOW

(UNAUDITED)	(UNAUDITED FOR THE PERI

CASH FLOWS FROM OPERATING ACTIVITIES:	FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2004	FROM JULY 11, 200 TO SEPTEMBER 30 2003
Net income (loss)	$ (77,627)	$ (3
Adjustments to reconcile net income (loss) to net cash		
Provided by (Used in) operating activities:		
Depreciation and amortization	4,258	
Stock issued for services	-	
Change in operating assets and liabilities:		
(Increase) Decrease in other receivable	-	
(Increase) Decrease in deposits	-	
Increase (Decrease) in accounts payable	(18,777)	
Net cash used in operating activities	(92,146)	
Cash Flows From Investing Activities:		
Purchase of property and equipment	(246)	
Purchase of product rights	-	
Net cash used in investing activities	(246)	
Cash Flows From Financing Activities:		
Proceeds from sale of stock	-	
Net cash provided by (used in) financing activities	-	
Net increase (decrease) in cash and cash equivalents	(92,392)	
Cash and cash equivalents at beginning of period	125,030	
Cash and cash equivalents at end of period	$ 32,638	$
Supplemental Disclosure of Cash Flow Information:		
Interest		$
Income taxes		$

Supplemental Schedule of Non-Cash Investing and Financing Activities: None

The accompanying notes are an integral part of these financial statements.

BIO-LIFE LABS, INC.
(Formerly TecScan International, Inc.)
(A Development Stage Company)
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - ORGANIZATION AND SUMMARY OF ACCOUNTING POLICIES

This summary of accounting policies of Bio-Life Labs, Inc. (formerly TecScan International, Inc.) (a development stage company) is presented to assist in understanding the Company's financial statements. The accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

Interim Reporting

The unaudited financial statements as of September 30, 2004, and for the three month period then ended reflect, in the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to fairly state the financial position and results of operations for the three months. Operating results for interim periods are not necessarily indicative of the results which can be expected for full years.

Organization and Basis of Presentation

The Company was organized under the laws of the State of Utah on December 5, 1985 as Bullseye Corp. On June 22, 1992 the name of the Company was changed to Natural Solutions, Ltd. and the corporate domicile was changed to the State of Nevada. On March 25, 1994, the Company name was changed to Phoenix Media Group, Ltd. On June 10, 2003, the Company discontinued its then-current operations, and transitioned to a development stage company. The Company did not proceed with its planned principal operations. On June 10, 2003, the Company name was changed to TecScan International, Inc.

On February 18, 2004, the Company acquired 100% of the outstanding common stock of Very Basic Media, Inc., a company that was incorporated under the laws of the State of Nevada on October 28, 2003, in a reverse acquisition. On April 5, 2004, the acquisition of Very Basic Media, Inc. was rescinded. The Company returned 5,000,000 shares of Very Basic Media, Inc. common stock to Very Basic Media, Inc. in exchange for 35,000,000 shares of the Company's common stock; the Company then cancelled the 35,000,000 shares.

On April 5, 2004, the Company acquired 100% of the outstanding common stock of Bio-Life Laboratories Corporation in a reverse acquisition. Bio-Life Laboratories Corporation was incorporated under the laws of the State of Nevada on July 11, 2003 as Crystal Labs Corporation. On February 2, 2004, Crystal Labs Corporation changed its name to Bio-Life Laboratories Corporation. When the reverse acquisition took place, a new reporting entity was created. Bio-Life Laboratories Corporation is considered the reporting entity for financial reporting purposes. On May 18, 2004, the Company changed its name to Bio-Life Labs, Inc.

NOTE 1 - ORGANIZATION AND SUMMARY OF ACCOUNTING POLICIES (continued)

Nature of Business

Bio-Life Laboratories Corporation acquired exclusive worldwide rights to Carcinoderm, a topical ointment that in the estimation of the Company's management destroys skin cancer cells in patients who have been diagnosed with basal cell carcinoma, squamous cell carcinoma, and malignant melanoma in a one-time application that does not harm surrounding healthy tissue. Dr. David Karam, who has been appointed as one of the Registrant's directors, developed the product and is conducting what the Company believes are FDA-conforming clinical trials in the El Paso laboratory facility, where he is currently investigating other possible uses of and delivery systems for Carcinoderm in the treatment of other types of cancer, including tumors of the pancreas and brain.

Cash Equivalents

For the purpose of reporting cash flows, the Company considers all highly liquid debt instruments purchased with maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

Income Taxes

The Company accounts for income taxes under the provisions of SFAS No. 109, "Accounting for Income Taxes." SFAS No.109 requires recognition of deferred income tax assets and liabilities for the expected future income tax consequences, based on enacted tax laws, of temporary differences between the financial reporting and tax bases of assets and liabilities.

Earnings (Loss) Per Share

Basic net loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding during the year. Diluted net loss per common share ("Diluted EPS") reflects the potential dilution that could occur if stock options or other common stock equivalents were exercised or converted into common stock. The computation of Diluted EPS does not assume exercise or conversion of securities that would have an antidilutive effect on net loss per common share.

There are no dilutive outstanding common stock equivalents at September 30, 2004.

Concentration of Credit Risk

The Company has no significant off-balance-sheet concentrations of credit risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements. The Company maintains the majority of its cash balances with one financial institution, in the form of demand deposits.

NOTE 1 - ORGANIZATION AND SUMMARY OF ACCOUNTING POLICIES (Continued)

Pervasiveness of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Depreciation and Amortization

Fixed assets are recorded at cost and depreciated using the straight-line method over the estimated useful lives of the assets which range from three to seven years. Fixed assets consisted of the following at September 30, 2004 and June 30, 2004, respectively:

	(UNAUDITED) SEPTEMBER30, 2004	JUNE 30, 2004
Furniture and Fixtures	$ 10,662	$ 10,417
Computer Equipment	3,015	3,015
Less accumulated depreciation	(1,001)	(239)
Total	$ 12,676	$ 13,193

Maintenance and repairs are charged to operations; betterments are capitalized. The cost of property sold or otherwise disposed of and the accumulated depreciation thereon are eliminated from the property and related accumulated depreciation accounts, and any resulting gain or loss is credited or charged to income.

Total depreciation expense for the three months ended September 30, 2004 was $762.

The Company has adopted the Financial Accounting Standards Board SFAS No., 142, "Goodwill and Other Intangible Assets." SFAS 142 requires, among other things, that companies no longer amortize goodwill, but instead test goodwill for impairment at least annually. In addition, SFAS 142 requires that the Company identify reporting units for the purposes of assessing potential future impairments of goodwill, reassess the useful lives of other existing recognized intangible assets, and cease amortization of intangible assets with an indefinite useful life. An intangible asset with an indefinite useful life should be tested for impairment in accordance with the guidance in SFAS 142.

NOTES TO FINANCIAL STATEMENTS
(continued)

NOTE 1 - ORGANIZATION AND SUMMARY OF ACCOUNTING POLICIES (Continued)

Intangible Assets consisted of the following at September 30, 2004:

Intangible Asset	Amortization	Amortization Period
Product Rights	$ 279,610	20 Years
Less accumulated amortization	(9,320)	
Total	$ 270,290	

Total amortization expense for the three months ended September 30, 2004 was $3,495.

The estimated amortization for the next five years is as follows:

2004	$ 13,980
2005	13,980
2006	13,980
2007	13,980
2008	13,980
Total	$ 69,900

NOTE 2 - CAPITAL TRANSACTIONS

Preferred Stock

The Board of Directors of the Company has the authority to fix by resolution for each particular series of preferred stock the number of shares to be issued; the rate and terms on which cumulative or non-cumulative dividends shall be paid; conversion features of the preferred stock; redemption rights and prices, if any; terms of the sinking fund, if any to be provided for the shares; voting powers of preferred shareholders; and any other special rights, qualifications, limitations, or restrictions.

Common Stock

In February 2004, the Company issued 29,609,660 shares of common stock to acquire product rights. The shares were valued at $29,610.

In February and March 2004, the Company issued 2,720,121 shares of common stock for cash of $477,875.

(A Development Stage Company)
NOTES TO FINANCIAL STATEMENTS
(continued)

NOTE 2 - CAPITAL TRANSACTIONS (continued)

In February and March 2004, the Company issued 2,670,219 shares of common stock for services valued at $333,777.

On April 5, 2004, the Company acquired Bio-Life Laboratories Corporation ("Bio-Life") in a reverse acquisition. In the acquisition, the Company issued 35,000,000 shares of common stock, par value $.001, in exchange for all of the outstanding shares of Bio-Life (35,000,000 shares, par value $.0001).

Also on April 5, 2004, an additional 12,091,786 shares of common stock were issued to the previous owners of TecScan International, Inc. This entry was recorded by a credit to common stock of $12,092 and a debit to paid-in capital of $32,025.

NOTE 3 - DEVELOPMENT STAGE COMPANY AND GOING CONCERN

The Company has not begun principal operations and as is common with a development stage company, the Company has had recurring losses during its development stage.

Since inception, the Company has incurred recurring losses from operations and has an accumulated deficit of $522,202 since the inception of the development stage on July 11, 2003. For the three months ended September 30, 2004, the Company incurred losses of $77,627. This condition raises substantial doubt about the Company's ability to continue as a going concern.

Continuation of the Company as a going concern is dependent upon obtaining additional working capital and management has developed a strategy, which it believes will accomplish this objective through additional equity funding which will enable the Company to operate in the future. However, there can be no assurance that the Company will be successful with its efforts to raise additional capital. The inability of the Company to secure additional financing in the near term could adversely impact the Company's business, financial position and prospects.

NOTE 4 - LEASE COMMITMENT

The Company currently leases approximately 824 square feet of office space at 9911 West Pico Boulevard, Suite 1410, Los Angeles, California, from Arden Realty Limited Partnership. The lease commenced on May 15, 2004 and has a lease term of four years. The lease payments for the first year are $1,648 per month, with the exception of the second and third months of the lease, in which the payments will be one-half of the monthly lease rate. The lease payments for the second year are $1,697 per month. The lease payments for the third year are $1,747 per month. The lease payments for the fourth year are $1,796 per month. During the first and second month of the first year of the lease, the lease A security deposit of $10,778 was paid by the Company upon the execution of the lease.

BIO-LIFE LABS, INC.
(Formerly TecScan International, Inc.)
(A Development Stage Company)
NOTES TO FINANCIAL STATEMENTS
(continued)

NOTE 4 - LEASE COMMITMENTS (continued)

In August 2004, the Company began leasing approximately 32,000 square feet of a building at 16 Concord Road, El Paso, Texas that will be used for research and development. The lease is for ten years and the monthly payment is approximately $10,000.

The minimum future lease payments under these leases for the next five years are:

Year Ended June 30,	
2005	$ 128,614
2006	140,440
2007	141,038
2008	138,858
2009	120,000
Total minimum future lease payments	$ 668,950

NOTE 5 - PRODUCT RIGHTS

On February 27, 2004, the Company entered into an agreement David Wade Karam, M.D./Ph.D. ("the licensor"), whereby the licensor has granted to the Company the exclusive right to market, sell, distribute and use a skin cancer treatment that has been used to successfully treat skin cancer patients with Basal Cell Carcinoma, Squamous Cell Carcinoma, and Melanoma in clinical trials. The agreement is for a period of twenty years. The Company paid the licensor $250,000 in cash, and issued the licensor 29,609,660 shares of the Company's common stock, valued at $29,610. The Company has booked an intangible asset of $279,610, and is amortizing the intangible asset over a period of twenty years.

NOTE 6 - INCOME TAXES

As of June 30, 2004, the Company had a net operating loss carryforward for income tax reporting purposes of approximately $445,000 that may be offset against future taxable income through 2024. Current tax laws limit the amount of loss available to be offset against future taxable income when a substantial change in ownership occurs. Therefore, the amount available to offset future taxable income may be limited. No tax benefit has been reported in the financial statements, because the Company believes there is a 50% or greater chance the carry-forwards will expire unused. Accordingly, the potential tax benefits of the loss carry-forwards are offset by a valuation allowance of the same amount.

BIO-LIFE LABS, INC.
(Formerly TecScan International, Inc.)
(A Development Stage Company)
NOTES TO FINANCIAL STATEMENTS
(continued)

NOTE 7 - LITIGATION

The Company (formerly known as Phoenix Media Group, Ltd.) was delinquent on approximately $12,000 in condominium association dues on a property previously owned by the Company. The property was distributed to the former President of the Phoenix Media Group, Ltd. in June of 2003. The condominium association has filed a lawsuit to collect the past due fees. The lawsuit was settled during the year ended June 30, 2004. The amount due has been included in accounts payable.

NOTE 8 - ACQUISITION

On April 5, 2004, the Company acquired 100% of the outstanding common stock of Bio-Life Laboratories Corporation in a reverse acquisition. The Company issued 35,000,000 shares of common stock to acquire all of the outstanding common stock of Bio-Life Laboratories Corporation. When the reverse acquisition took place, a new reporting entity was created. Bio-Life Laboratories Corporation is considered the reporting entity for financial reporting purposes.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND PLAN OF OPERATIONS.

The following discussion contains forward-looking statements, which involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under the caption "Business - Risk Factors". This Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this Form 10-KSB.

OVERVIEW

We are a research-driven biotechnology company focused on discovery, development, and commercialization of treatments for cancer, diabetes mellitus, hepatitis C, and other diseases for which current treatments have limited efficacy, severe toxicity, and other negative results. Our signature product candidate Carcinoderm(TM) is a topical ointment that destroys skin cancer cells in patients who have been diagnosed with basal cell carcinoma, squamous cell carcinoma, and malignant melanoma, using a single application that does not harm surrounding healthy tissue. Carcinoderm is currently being studied in what we believe are FDA-conforming clinical trials in our laboratory facilities in El Paso, Texas. We are also investigating additional possible uses of and delivery systems for Carcinoderm that target various solid tumor cancers.

In addition to Carcinoderm we have other product candidates in research

and pre-clinical development, including a treatment for diabetes mellitus that in our estimation slows the destruction of pancreatic cells, and a product candidate for hepatitis C that we believe has implication in blocking the enzymes responsible for the destruction of tissue. We are not funding this research, however, we have the first right of refusal on any results that we choose to acquire.

The information discussed herein is for Bio-Life-Labs' operations for the three months ended September 30, 2004. As of September 30, 2004, our accumulated deficit was approximately $522,202. We may incur losses for the next several years as we continue development and prepare for the commercialization of our skin cancer product candidate Carcinoderm; expand the applications and delivery systems for Carcinoderm; expand in-house manufacturing capability to support the commercialization of Carcinoderm, as well as other product candidates; and expand our research and development programs.

We have a limited history of operations as a biotechnology company. To date, we have funded our operations primarily through sales of equity securities in an exempt private placement.

We have worldwide manufacturing and commercialization rights to Carcinoderm and any derivative products, and plan to market these products through our own sales force or through strategic alliances both in the United States and abroad. Agreements with potential collaborators may include joint marketing or promotion arrangements. Alternatively, we may grant exclusive marketing rights to potential collaborators in exchange for up-front fees, milestones and royalties on future sales, if any. We intend to manufacture Carcinoderm at our manufacturing facility in El Paso, Texas. We believe that our manufacturing facility will have the capacity to satisfy commercial demand for Carcinoderm for several years after the initial product launch.

Our business is subject to significant risks, including the risks inherent in our ongoing clinical trial and the regulatory approval process; the results of our research and development efforts; and competition from other products and uncertainties associated with obtaining and enforcing patent rights.

Clinical development timelines, achievement of success, and development costs vary widely. If we are successful in securing additional funding, we intend to apply for FDA (U. S. Food and Drug Administration) approval for Carcinoderm(TM) in 2005, and will focus our efforts on developing a clinical program that is fully responsive to the U.S. Food and Drug Administration's (FDA) guidance on moving a product through the regulatory process. Although Carcinoderm is not by definition a pharmaceutical, and thus does not require FDA approval, we believe that we have followed FDA guidelines, rules, and regulations applicable to a clinical research project in order to prepare for application for FDA approval for the product (a product need not be classified as a pharmaceutical to receive FDA approval), as well as to document its efficacy.

Product candidate completion dates and completion costs vary significantly and are difficult to estimate. The expenditure of substantial resources will be required for the lengthy process of clinical development and obtaining regulatory approval as well as to comply with applicable regulations. Any failure by us to obtain, or any delay in obtaining, regulatory approval could cause our research and development expenditures to increase and, in turn,

have a material adverse effect on our results of operations. We cannot be certain when any net cash inflows from Carcinoderm or any of our other development projects will commence.

RESULTS OF OPERATIONs - The Company is in the development stage. For the three months ended September 30, 2004, the Company had net loss of $77,627. The loss is primarily due to start-up expenses of a new company, and costs associated with the reverse merger. General and administrative expenses included $37,392 paid for attorneys, accountants, and regulatory expenses.

LIQUIDITY AND CAPITAL RESOURCES - Our future capital uses and requirements depend on numberous forward-looking factors. These factors include, but are not limited to the following:

- the progress of our research activities;
- the number and scope of our research programs;
- the progress of our pre-clinical development activities;
- our ability to establish and maintain strategic collaborations;
- the costs involved in enforcing or defending patent claims and other intellectual property rights;
- the costs and timing of regulatory approvals;
- the costs of establishing or expanding manufacturing, sales and distribution capabilities;
- the success of the commercialization of Carcinoderm; and
- the extent to which we acquire or invest in other products, technologies and business.

To date, we have funded our operations primarily through the sale of equity securities in an exempt private placement. Through September 30, 2004, we received aggregate net proceeds of approximately $477,875 from the sale of exempt private placement equity securities.

Until we can generate significant cash from our operations, we expect to continue to fund our operations with existing cash resources that were primarily generated from the proceeds of exempt private offerings of our equity securities. In addition, we may finance future cash needs through the sale of additional equity securities, strategic collaboration agreements, and debt financing. However, we may not be successful in obtaining collaboration agreements, or in receiving milestone or royalty payments under those agreements. In addition, we cannot be sure that our existing cash resources will be adequate or that additional financing will be available when needed or that, if available, financing will be obtained on terms favorable to us or our stockholders. Having insufficient funds may require us to delay, scale back or eliminate some or all of our research or development programs or to relinquish greater or all rights to product candidates at an earlier stage of development or on less favorable terms than we would otherwise choose. Failure to obtain adequate financing also may adversely affect our ability to operate as a going concern. If we raise additional funds by issuing equity securities, substantial dilution to existing stockholders would likely result. If we raise additional funds by incurring debt financing, the terms of the debt may involve significant cash payment obligations as well as covenants and specific financial ratios that may restrict our ability to operate our business.

OFF-BALANCE SHEET ARRANGEMENTS

Through September 30, 2004, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. In addition, we do not engage in trading activities involving non-exchange traded contracts. As such, we are not materially exposed to any financing, liquidity, market, or credit risk that could arise if we had engaged in these relationships. We do not have relationships or transactions with persons or entities that derive benefits from their non-independent relationship with us, or our related parties.

FACTORS THAT MAY AFFECT FUTURE RESULTS - Management's Discussion and Analysis contains information based on management's beliefs and forward-looking statements that involved a number of risks, uncertainties, and assumptions. There can be no assurance that actual results will not differ materially for the forward-looking statements as a result of various factors, including but not limited to the following:

The foregoing statements are based upon management's current assumptions.

ITEM 3. CONTROLS AND PROCEDURES

The Company's Chief Executive Officer and Chief Financial Officer have concluded, based on an evaluation conducted within 90 days prior to the filing date of this Quarterly Report on Form 10-QSB, that the Company's disclosure controls and procedures have functioned effectively so as to provide those officers the information necessary to evaluate whether:

(i) this Quarterly Report on Form 10-QSB contains any untrue statement of a material fact or omits to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Quarterly Report on Form 10-QSB, and

(ii) the financial statements, and other financial information included in this Quarterly Report on Form 10-QSB, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this Quarterly Report on Form 10-QSB.

There have been no significant changes in the Company's internal controls or in other factors since the date of the Chief Executive Officer's and Chief Financial Officer's evaluation that could significantly affect these internal controls, including any corrective actions with regard to significant deficiencies and material weaknesses.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

A lawsuit was filed in the District Court of El Paso County, 34th Judicial District. Zack Thomas is seeking to enforce an alleged agreement between him and the principal shareholder of the Company under which the principal shareholder allegedly agreed to issue the Plaintiff 25% of the equity

received by the principal shareholder for developing his invention in a predecessor company, Bio-Life Labs, Inc., for which the Plaintiff worked. Counsel to the Company has advised that the Company is only a nominal party necessary to resolve all issues between the Plaintiff and Defendant. The Company is not responsible for any sum of money or stock. However, should the Plaintiff prevail, the principle shareholder's percentage interest would be reduced from approximately 63% to 48%; no change of control would occur.

ITEM 2. CHANGES IN SECURITIES

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

None

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

No reports were filed on Form 8-K during the three months ended September 30, 2004.

31.1 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1 Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2 Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Bio-Life Labs, Inc.

DATE: November 19, 2004

By: /s/ Nancy LeMay

Nancy LeMay, President, Secretary, Director
(Principal Executive Officer)

By: /s/ Joseph McGhie

Joseph McGhie, Chief Financial Officer, Director
(Principal Financial Officer)