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TRANSPORTATION LOGISTICS INTL INC
Form 8-K
June 02, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 1, 2004

TRANSPORTATION LOGISTICS INT'L, INC.

(Exact name of Registrant as Specified in its Charter)

Colorado	0-25319	84-1191355
(State of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

136 Freeway Drive, East Orange, NJ 07018

(Address of principal executive offices)

(973) 266-7020

Registrant's Telephone Number

Item 2. Acquisition of Advanced Medical Diagnostics, LLC

On June 1, 2004 Transportation Logistics Int'l, Inc. acquired the entire membership interest in Advanced Medical Diagnostics LLC ("AMD"). AMD is engaged in the business of manufacturing and distributing the "Advanced Medical Diagnostics HIV (1 & 2) Rapid Test." This diagnostic kit, which retails for under \$6.00, permits an individual to test himself for the HIV virus and obtain a result in 15 minutes that has 99.4% accuracy.

The membership interests in AMD were acquired by Transportation Logistics in exchange for 100,000 shares of Transportation Logistics common stock. 76.5% of the membership interest in AMD was acquired from the three officers of AMD: Michael Gilbert, Michael Alora and Nick Olivieri. The remaining 23.5% interest was acquired from The Margolies Family Trust. The trustee of the Margolies Family Trust is the wife of Michael Margolies, and the beneficiaries of the Margolies Family Trust are the children of Michael Margolies. Michael Margolies is the Chairman of Transportation Logistics.

In connection with the acquisition, Transportation Logistics agreed to issue 200,000 of its common shares to the three officers of AMD (Michael Gilbert - 106,000 shares; Michael Alora - 47,000 shares, and Nick Olivieri - 47,000 shares) to compensate them for their continued employment by AMD.

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EXHIBITS

- 1. Acquisition Agreement dated June 1, 2004 between Transportation Logistics Int'l, Inc. and the members of Advanced Medical Diagnostics LLC.
- 2. Financial Statements of Advanced Medical Diagnostics LLC - to be filed by amendment.
- 3. Pro Forma Financial Statements - to be filed by amendment.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TRANSPORTATION LOGISTICS INT'L, INC.

Dated: June 1, 2004

By:/s/ Michael Margolies

Michael Margolies
Chief Executive Officer

* * * * *

EXHIBIT 1

ACQUISITION AGREEMENT

AGREEMENT made as of the 1st day of June, 2004 between Transportation Logistics Int'l, Inc., a Colorado corporation ("TLI") and the members of Advanced Medical Diagnostics LLC ("AMD") who are identified on the signature page of this Agreement (the "Members").

WHEREAS, TLI desired to acquire sole ownership of AMD, and the Members desire to associate AMD with TLI, on the terms and subject to the conditions herein.

NOW, THEREFORE, it is agreed:

- 1. Assignment of Membership Interests. The Members hereby assign to TLI their respective membership interests in AMD, as follows:

Member	Membership Interest
-----	-----
Michael Gilbert	29.5%
Michael Allora	23.5%
Nicholas Olivieri	23.5%
The Margolies Family Trust	23.5%

2. Issuance of Shares. In consideration of the foregoing assignment, TLI will issue to the Members a total of one hundred thousand (100,000) shares of its common stock, no par value (the "Shares"). The Shares will be allocated among the Members in proportion to their membership interests listed above. The Members hereby represent that they are taking the Shares for investment, without a present intention of transferring or distributing the Shares.

- 3. Employment.

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a. The officers of AMD after completion of this acquisition will be:

President - Michael Gilbert
Vice President - Michael Allora
Vice President - Nichola Olivieri

b Promptly after the execution of this Agreement, TLI will issue a total of two hundred thousand (200,000) shares of its common stock to the officers of AMD. The shares will be issued pursuant to the terms of TLI's 2004 Equity Incentive Plan, which is being registered with the Securities and Exchange Commission on Form S-8. Accordingly, the shares issued to the officers will be unrestricted. The shares will be allocated among the officers thus:

Michael Gilbert:	106,000
Michael Allora:	47,000
Nicholas Olivieri:	47,000

	200,000

4. Representations and Warranties of Members. The Members, jointly and severally, represent and warrant to TLI that:

a. The membership interests being assigned hereunder are all of the membership interests in AMD. There are no liens or encumbrances on any of the membership interests. The copy of the Operating Agreement of AMD previously delivered to TLI is true and complete.

b. AMD is not party to any litigation, nor has any claim been made against AMD that could result in litigation. AMD is not aware of any investigation by any government agency involving AMD or its business.

c. AMD owns or has licenses to all of the intellectual property used in its business. To the best knowledge of the Members, the conduct of the business of AMD, as presently conducted, does not violate the intellectual property rights of any person or entity.

5. Representations and Warranties of TLI. TLI represents and warrants to the Members that:

a. Prior to the issuance of shares hereunder, there were 39,548,339 shares of TLI common stock issued and outstanding.

b. This agreement and the issuance of the shares undertaken herein has been approved by the Board of Directors of TLI and does not require the approval of the shareholders of TLI. The transactions contemplated by this Agreement will not violate any rule, order or covenant binding on TLI.

c. TLI has filed all reports with the Securities and Exchange Commission that are required by the Securities Exchange Act of 1934 and the regulations thereunder.

d. The common stock of TLI is quoted on the OTC Bulletin Board. TLI has not received notice that the NASD contemplates delisting its common stock from the OTC Bulletin Board.

IN WITNESS WHEREOF, the parties have made this agreement as of the date written on its first page.

TRANSPORTATION LOGISTICS
INT'L, INC.

MEMBERS:

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By: _____
Michael Margolies, Chairman

Michael Gilbert

Michael Allora

Nicholas Olivieri

Elaine Margolies, Trustee of The
Margolies Family Trust