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LeMay Nancy
Form SC 13D
September 24, 2004

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 1) *

BIO-LIFE LABS, INC.

(Name of Issuer)
COMMON STOCK

(Title of Class of Securities)
09059S-10-9

(CUSIP Number)
Nancy LeMay
9911 West Pico Boulevard, Suite 1410, Los Angeles California, 90035
Telephone number (310).943.6445

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)
September 14, 2004

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 09059S-10-9

1. Names of Reporting Persons. I.R.S. Identification Nos. of
above persons (entities only). NANCY LEMAY

2. Check the Appropriate Box if a Member of a Group (See
Instructions) (a)
(b)

3. SEC Use Only

4. Source of Funds (See Instructions) OO

5. Check if Disclosure of Legal Proceedings Is Required
Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization United States

Number of 7. Sole Voting Power 1,084,009
Shares -----

Beneficially 8. Shared Voting Power -----
Owned by

Each 9. Sole Dispositive Power n/a

Reporting

Person 10. Shared Dispositive Power _

With

11. Aggregate Amount Beneficially Owned by Each Reporting
Person 1,084,009

12. Check if the Aggregate Amount in Row (11) Excludes Certain
Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11) 2.3%

14. Type of Reporting Person (See Instructions) IN

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ITEM 1. SECURITY AND ISSUER

This statement relates to shares of the common stock, \$.001 par value of Bio-Life Labs, Inc., a Nevada corporation (the "Issuer"). The principal executive offices of the Issuer are located at 9911 West Pico Boulevard, Suite 1410, Los Angeles California, 90035.

ITEM 2. IDENTITY AND BACKGROUND

- | | | |
|-----|-------------------------------------|--|
| (a) | Name: | Nancy LeMay |
| (b) | Business Address: | 9911 West Pico Boulevard, Suite 1410,
Los Angeles California, 90035 |
| (c) | Present Principal Occupation: | President of the Issuer |
| (d) | Disclosure of Criminal Proceedings: | Ms. LeMay has not been convicted in any criminal proceeding at any time. |
| (e) | Disclosure of Civil Proceedings: | Ms. LeMay hasnot been subject to any judgment, decree or final order enjoining violations of or prohibiting or mandating activities subject to federal or state securities laws or finding any violations with respect to such laws. |
| (f) | Citizenship: | Ms. LeMay is a citizen of the United States. |

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The 35,000,000 shares of the Issuer's common stock originally issued to Ms. LeMay as trustee for all of the shareholders of Bio-Life Laboratories Corporation, a privately held Nevada corporation, have been distributed to the shareholders of the private company on a pro-rata basis according to their ownership in Bio-Life Laboratories Corporation, pursuant to a share exchange agreement between Bio-Life Laboratories Corporation and the Issuer. As one of the shareholders of that private company, The Navarre Corporation was one of the shareholders entitled to a distribution of the shares. There were 1,084,009 shares of the Issuer's common stock issued to The Navarre Corporation pursuant to the provisions of that share exchange agreement. Ms. LeMay has an agreement with The Navarre Corporation to direct the voting of its shares in the Issuer.

ITEM 4. PURPOSE OF TRANSACTION

The 1,084,009 shares of the Issuer's common stock were issued The Navarre Corporation pursuant to the pro-rata distributions provisions of a share exchange agreement concluded earlier this year between Bio-Life Laboratories Corporation, a privately held Nevada corporation, and the Issuer.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

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(a) The beneficial ownership of 1,084,009 shares of the Issuer's common stock rests with The Navarre Corporation, and constitutes 2.3% of the Issuer's outstanding common stock.

(b) Pursuant to an agreement with The Navarre Corporation, Ms. LeMay has voting power as to the 1,084,009 shares that The Navarre Corporation holds; these shares comprise approximately 2.3 % of the issued and outstanding shares in the Issuer.

(c) On September 13, 2004, the Issuer distributed the 35,000,000 shares held in voting trust to the shareholders of its privately-held subsidiary, Bio-Life Laboratories Corporation pursuant to the share exchange agreement by which the Issuer acquired the privately-held company. The pro-rata share of the 35,000,000 shares issued to The Navarre Corporation is 1,084,009 shares.

(d) The Navarre Corporation has all other ownership rights other than voting control with regard to the shares of the Issuer's common stock that it holds.

(e) September 13, 2004.

ITEM 6. CONTACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Ms. LeMay has an agreement with The Navarre Corporation to direct the voting of shares of common stock that The Navarre Corporation holds in the Issuer.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Incorporated by reference: the Share Exchange Agreement included as an exhibit to the Issuer's report on Form 8-K dated April 5, 2004, filed on April 16, 2004.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: September 22, 2004

/s/ Nancy LeMay

Nancy LeMay

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed

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on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT
CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)