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

**FORM 10-QSB**

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

**For the quarterly period ended January 31, 2006**

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Fresh Harvest Products, Inc.**

(Name of small business issuer in its charter)

<b>New Jersey</b>	<b>000-24189</b>	<b>33-1130446</b>
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification Number)
<b>3163 Kennedy Boulevard, Jersey City, New Jersey</b>		<b>07306</b>
(Address of principal executive offices)		(Zip Code)

Issuer's telephone number: **(201) 217-4137**

Check whether the issuer (1) has filed all documents and reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filings for the past 90 days. **YES [X] NO [ ]**

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act.)  
[ ] Yes **[X] No**

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 practicable date: **February 12, 2006 - 14,148,963**

Transitional Small Business Disclosure Format (Check one): Yes [ ] **No [X]**

FRESH HARVEST PRODUCTS, INC.  
FORM 10-QSB

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## PART I

### **Item 1. Financial Information**

#### BASIS OF PRESENTATION

The accompanying reviewed financial statements are presented in accordance with generally accepted accounting principles for interim financial information and the instructions to Form 10-QSB and Item 310 under subpart A of Regulation S-B. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting only of normal occurring accruals) considered necessary in order to make the financial statements not misleading, have been included. Operating results for the three months ended January 31, 2006 are not necessarily indicative of results that may be expected for the year ending October 31, 2006. The financial statements are presented on the accrual basis.

FRESH HARVEST PRODUCTS, INC.  
FINANCIAL STATEMENTS  
AS OF JANUARY 31, 2006

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MOORE & ASSOCIATES  
CHARTERED ACCOUNTANTS AND ADVISORS  
PCAOB REGISTERED

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Fresh Harvest Products, Inc.  
280 Madison Ave, Suite 1005  
New York, NY 10016

We have reviewed the accompanying balance sheet of Fresh Harvest Products, Inc. as of January 31, 2006, and the related statements of income, retained earnings, and cash flows for the three months then ended, in accordance with the standards of the Public Company Accounting Oversight Board (United States). All information included in these financial statements is the representation of the management of Fresh Harvest Products, Inc.

A review consists principally of inquiries of company personnel and analytical procedures applied to financial data. It is substantially less in scope than an audit in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the financial statements in order for them to be in conformity with generally accepted accounting principles.

*/s/ Moore & Associates, Chartered*

Moore & Associates, Chartered  
March 14, 2006

**2675 S. Jones Boulevard, Suite 109, Las Vegas, NV 89146 (702) 253-7511 Fax (702) 253-7501**

FRESH HARVEST PRODUCTS, INC.  
Balance Sheet  
(a development stage company)  
January 31, 2006

	January 31, 2006 Unaudited	October 31, 2005 Audited
ASSETS		
Current Assets		
Cash in Bank	35,677	30,235
Other Assets		
Deposits	2,675	2,675
Total Other Assets	2,675	2,675
TOTAL ASSETS	38,352	32,910
LIABILITIES & STOCKHOLDERS' EQUITY		
Current Liabilities		
Payroll Taxes Payable	18,733	2,755
Loans Payable	3,700	3,700
Total Current Liabilities	22,433	6,455
Long-Term Liabilities		
Loans Payable	500,000	100,000
Total Liabilities	522,433	106,455
Stockholders' Equity		
Common Stock, Authorized 200,000,000 Shares, Issued and Outstanding: 551,147 Shares, Par Value \$0.0001	55	36
Paid in Capital	222,758	102,724
Contributed Capital	68,768	68,768
Accumulated Deficit, January 31, 2006	(775,662)	(245,073)
Total Stockholders' Equity	(484,081)	(73,545)
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	38,352	32,910

The accompanying notes are an integral part of these statements

**FRESH HARVEST PRODUCTS, INC.**

## Statement of Operations

(a development stage company)

For the period from November 26, 2003 (inception) to January 31, 2006

	Three months ended January 31, 2006	Three months ended January 31, 2005	Since Inception [Nov 26, 2003] Through January 31, 2006
Revenue	<u>\$ 75</u>	<u>\$ -</u>	<u>\$ 127</u>
Expenses			
Amortization			250
General & Administrative	<u>530,664</u>	<u>9,326</u>	<u>775,539</u>
Total Expenses	<u>530,664</u>	<u>9,326</u>	<u>775,789</u>
Income (Loss) before Taxes	(530,589)	(9,326)	(775,662)
Provision for Income Taxes	<u>-</u>	<u>-</u>	<u>-</u>
Net Income (Loss)	<u>\$ (530,589)</u>	<u>\$ (9,326)</u>	<u>\$ (775,662)</u>
Basic and Diluted Earnings (Loss) per Share	<u>a</u>	<u>a</u>	<u>a</u>
Weighted Average Number of Shares	<u>551,147</u>	<u>318,667</u>	<u>551,147</u>

a = Less than \$0.01

The accompanying notes are an integral part of these statements



FRESH HARVEST PRODUCTS, INC.  
Statement of Stockholders' Equity  
(a development stage company)  
For the period from November 26, 2003 (inception) to January 31, 2006

	Common Shares	Stock Amount	Paid in Capital	Contributed Capital	Accumulated Deficit	Total
Shares Issued at Inception, November 26, 2003	313,000	31	\$ 35,379			\$ 35,410
Contributed Capital at Inception, November 26, 2003				\$ 25,956		25,956
Net Income (Loss), Inception to October 31, 2004					\$ (61,366)	(61,366)
Shares Issued, February 2004	3,333	0	100			100
Share Issued, November 2004	2,000	0	60			60
Shares Issued, January 2005	1,667	0	1,000			1,000
Shares Issued, April 2005	6,667	1	3,999			4,000
Shares Issued, May 2005	16,667	2	2,998			3,000
Contributed Capital, May 2005		-	35	6,965		7,000
Shares Issued, June 2005	133	0	400			400
Shares Issued, July 2005	8,833	1	26,499			26,500
Contributed Capital, July 2005				35,847		35,847
Shares Issued August 2005	833	0	2,500			2,500
Shares Issued September 2005	4,167	0	12,500			12,500
Shares Issued October 2005	5,752	1	17,254			17,255
Net Income (Loss) October 31, 2005					(183,707)	(183,707)
Shares Issued November 2005	20,844	2	27,298			27,300
Shares Issued December 2005	166,907	17	77,736			77,753
Shares Issued January 2006	344	0	15,000			15,000
Net Income (Loss), November 1, 2005 to January 31, 2006					(530,589)	(530,589)
Balance, January 31, 2006	<u>551,147</u>	<u>55</u>	<u>\$ 222,758</u>	<u>\$ 68,768</u>	<u>\$ (775,662)</u>	<u>\$ (484,081)</u>

The accompanying notes are an integral part of these statements

FRESH HARVEST PRODUCTS, INC.  
Statement of Cash Flows  
(a development stage company)  
For the period from November 26, 2003 (inception) to January 31, 2006

	Three months ended January 31, 2006	Three months ended January 31, 2005	Since Inception [Nov 26, 2003] Through January 31, 2006
Operating Activities			
Net Loss	\$ (530,589)	\$ 9,326	\$ (775,662)
Adjustments to Reconcile Net Loss to Net Cash			
Provided by (used for) Operations			
Amortization	0	200	250
Increase in Deposits	0	0	(2,675)
Increase in Payroll Taxes Payable	15,978	0	18,733
Increase in Loans Payable	0	0	3,700
	<u>          </u>	<u>          </u>	<u>          </u>
Cash Provided by (Used for) Operations	<u>(514,611)</u>	<u>9,526</u>	<u>(755,654)</u>
Investing Activities			
Organization Costs	<u>-</u>	<u>-</u>	<u>(250)</u>
Financing Activities			
Increase in Loans Payable - Long Term	400,000	0	500,000
Sale of Common Stock	120,053	2,550	222,813
Contributed Capital	<u>0</u>	<u>6,526</u>	<u>68,768</u>
Cash Provided by (Used for) Financing Activities	<u>520,053</u>	<u>9,076</u>	<u>791,581</u>
Net Change in Cash	5,442	0	35,677
Beginning Cash	<u>30,235</u>	<u>-</u>	<u>-</u>
Ending Cash	<u><u>\$ 35,677</u></u>	<u><u>\$ -</u></u>	<u><u>\$ 35,677</u></u>

The accompanying notes are an integral part of these statements

FRESH HARVEST PRODUCTS, INC.  
(a development stage company)  
NOTES TO FINANCIAL STATEMENTS  
January 31, 2006

**NOTE 1. GENERAL ORGANIZATION AND BUSINESS**

Fresh Harvest Products, Inc. (the Company) was incorporated under the laws of the state of New York on November 26, 2003. The Company was organized to market and distribute (both domestic and imported) a line of organic food products.

The Company has been in the development stage since inception and has no operations to date. The Company has merged with Serino 1, Corp., a public reporting New Jersey corporation. The Company has since become a New Jersey corporation.

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES**

The relevant accounting are listed below.

*Accounting Basis*

The basis is United States generally accepted accounting principles.

*Earnings per Share*

The basic earnings (loss) per share is calculated by dividing the Company's net income(loss) available to common shareholders by the weighted average number of common shares during the year. The diluted earnings (loss) per share is calculated by dividing the Company's net income (loss) 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 as of the first of the year for any potentially dilutive debt or equity.

The Company has not issued any options or warrants or similar securities since inception.

*Dividends*

The Company has not yet adopted any policy regarding payment of dividends. No dividends have been paid during the period shown.

*Income Taxes*

The provision for income taxes is the total of the current taxes payable and the net of the change in the deferred income taxes. Provision is made for the deferred income taxes where differences exist between the period in which transactions affect current taxable income and the period in which they enter into the determination of net income in the financial statements.

*Advertising*

Advertising is expensed when incurred. There has been no advertising during the period.

FRESH HARVEST PRODUCTS, INC.  
(a development stage company)  
NOTES TO FINANCIAL STATEMENTS-CONTINUED  
January 31, 2006

*Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

**NOTE 3. GOING CONCERN**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. However the Company has no current source of revenue, or operations. Without realization of additional capital, it would be unlikely for the Company to continue as a going concern.

**NOTE 4. STOCKHOLDERS' EQUITY**

Common Stock –all Common Stock has a par value of \$0.0001.

In January 2006 the Company issued 344 shares of its par value common stock for investors in the Company. These shares were issued under Section 4(2) of the Securities Act of 1933. These shares were valued by the Company at \$15,000.

In December 2005 the Company issued 166,907 shares of its par value common stock as part of the Company merger with Serino, 1, Corp. and other services. These shares were issued under Section 4(2) of the Securities Act of 1933. These shares were valued by the Company at \$77,753.

In November 2005 the Company issued 20,844 shares of its par value common stock for investors in the Company. These shares were issued under Section 4(2) of the Securities Act of 1933. These shares were valued by the Company at \$27,300.

In October 2005 the Company issued 5,752 shares of its par value common stock as signing bonuses to new managerial employees. These shares were issued under Section 4(2) of the Securities Act of 1933. These shares were valued by the Company at \$17,255.

In September 2005 the Company issued 4,167 shares of its par value common stock for Board of Advisors Members. These shares were issued under Section 4(2) of the Securities Act of 1933. These shares were valued by the Company at \$12,500.

FRESH HARVEST PRODUCTS, INC.  
(a development stage company)  
NOTES TO FINANCIAL STATEMENTS-CONTINUED  
January 31, 2006

In August 2005 the Company issued 833 shares of its par value common stock for marketing and consulting services. These shares were issued under Section 4(2) of the Securities Act of 1933. These shares were valued by the Company at \$2,500.

In July 2005 the Company issued 8,833 shares of its par value common stock for managerial, Board of Advisor Members web design, art work design and creation and financial services. These shares were issued under Section 4(2) of the Securities Act of 1933. These shares were valued by the Company at \$26,500.

In June 2005 the Company issued 133 shares of its par value common stock for marketing and consulting services. These shares were issued under Section 4(2) of the Securities Act of 1933. These shares were valued by the Company at \$400.

In May 2005 the Company issued 16,667 shares of its par value common stock for managerial and financial services and Contributed Capital. These shares were issued under Section 4(2) of the Securities Act of 1933. These shares were valued by the Company at \$3,000.

In April 2005 the Company issued 6,667 shares of its par value common stock for managerial services. These shares were issued under Section 4(2) of the Securities Act of 1933. These shares were valued by the Company at \$4,000.

In January 2005 the Company issued 1,667 shares of its par value common stock for managerial services. These shares were issued under Section 4(2) of the Securities Act of 1933. These shares were valued by the Company at \$1,000.

In November 2004 the Company issued 2,000 shares of its par value common stock for graphic and marketing services. These shares were issued under Section 4(2) of the Securities Act of 1933. These shares were valued by the Company at \$60.

In February 2004 the Company issued 3,333 shares of its par value common stock for Board of Advisor Member and other services. These shares were issued under Section 4(2) of the Securities Act of 1933. These shares were valued by the Company at \$100.

In November 2003 the Company issued 313,000 shares of its par value common stock for founders, investors and related services. These shares were issued under Section 4(2) of the Securities Act of 1933. These shares were valued by the Company at \$35,410.

During the month of July 2005, the Company received from its Chairman of the Board of Directors \$35,847 in the form of Contributed Capital.

FRESH HARVEST PRODUCTS, INC.  
(a development stage company)  
NOTES TO FINANCIAL STATEMENTS-CONTINUED  
January 31, 2006

During the month of May 2005, the Company received from its Chairman of the Board of Directors \$7,000 in the form of Contributed Capital.

During the period November 1, 2004 through October 31, 2005, the Company increased the number of shares issued by 90,000 to reflect adjustments made to prior Shareholders.

On November 26, 2003 (inception), the Company received from its sole officer and Director, \$25,956 in the form of Contributed Capital.

**NOTE 5. RELATED PARTY TRANSACTIONS**

The Chief Executive Officer of the Company may be involved in other business activities. This person may face a conflict in selecting between the Company and their other business interests. The Company has not formulated a policy for the resolution of such conflicts.

**NOTE 6. PROVISION FOR INCOME TAXES**

The Company provides for income taxes under Statement of Financial Accounting Standards NO. 109, Accounting for Income Taxes. SFAS No. 109 requires the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect when these differences are expected to reverse.

SFAS No. 109 requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. All of the expenditures thus far have been to organize the Company and will not be expensed for tax purposes until the Company has operations.

The provision for income taxes is comprised of the net changes in deferred taxes less the valuation account plus the current taxes payable as shown in the chart below.

Net changes in Deferred Tax Benefit less than valuation account	0
Current Taxes Payable	0
	-----
Net Provision for Income Taxes	0
	=====

**NOTE 7. REVENUE AND EXPENSES**

The Company currently has no operations and no revenue.

FRESH HARVEST PRODUCTS, INC.  
(a development stage company)  
NOTES TO FINANCIAL STATEMENTS-CONTINUED  
January 31, 2006

**NOTE 8. OPERATING LEASES AND OTHER COMMITMENTS:**

The Company has no lease obligations.

**NOTE 9. THE EFFECT OF RECENTLY ISSUED ACCOUNTING STANDARDS**

Below is a listing of the most recent accounting standards and their effect on the Company.

***SFAS 148 Accounting for Stock-Based Compensation-Transition and Disclosure***

Amends FASB 123 to provide alternative methods of transition for an entity that voluntarily changes to the fair value based method of accounting for stock-based employee compensation.

***SFAS 149 Amendment of Statement 133 on Derivative Instruments and Hedging Activities***

This Statement amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities under FASB Statement NO. 133, Accounting for Derivative Instruments and Hedging Activities.

***SFAS 150 Financial Instruments with Characteristics of both Liabilities and Equity***

This Statement requires that such instruments be classified as liabilities in the balance sheet. *SFAS 150* is effective for financial instruments entered into or modified after May 31, 2003.

***Interpretation No. 46 (FIN 46)***

Effective January 31, 2003, The Financial Accounting Standards Board requires certain variable interest entities to be consolidated by the primary beneficiary of the entity if the equity investors in the entity do not have the characteristics of a continuing financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. The Company has not invested in any such entities, and does not expect to do so in the foreseeable future.

The adoption of these new Statements is not expected to have a material effect on the Company's financial position, results or operations, or cash flows.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS**

### *General*

Fresh Harvest Products, Inc. (the Company) was incorporated under the laws of the state of New York on November 26, 2003. The Company was organized to market and distribute (both domestic and imported) a line of organic food products.

The Company has been in the development stage since inception and has no operations to date. The Company has merged with Serino 1, Corp., a public reporting New Jersey corporation. The Company has since become a New Jersey corporation.

### *Plan of Operation*

The Company intends to continue the development and expansion of its line of organic, natural and kosher food products. It is working towards the development and finalization of distribution agreements to ensure placement of its products in retail supermarkets and other food outlets. We are actively seeking to raise capital to finance our business plan and to begin the production of our first run of retail packaged food bars. We have not, as of this date succeeded in attracting suitable investment to do so.

### *Results of Operation*

For the three months ended January 31, 2006 we had de minimus revenues compared to zero revenue for the same period ended January 31, 2005. We experienced a net loss of \$530,589 which was an increase of \$521,263 from the same period ended January 31, 2005. This increase was in General and Administrative expenses which included legal, accounting, consulting and payroll expenses and a one time expense associated with the merger with Serino 1, Corp.

### *Liquidity and Capital Resources*

The balance of our Cash and equivalents increased by \$5,432 during the three month period ended January 31, 2005. Payroll expenses increased \$15,978 because of the additional of managerial staff to guide the business. Also Long-term Loans Payable increased by \$400,000 as a result of the Note Agreement we entered into in favor of Illuminate Corp. as a part of the merger with Serino 1, Corp.



### **Item 3. Controls and Procedures**

#### **(a) Evaluation of disclosure controls and procedures.**

The Chief Executive Officer and Chief Financial Officer of Fresh Harvest Products, Inc. maintain a system of disclosure controls and procedures that is designed to provide reasonable assurance that information which is required to be disclosed is accumulated and communicated to management in a timely manner. Under the supervision and with the participation of management, the certifying officers evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule [13a-14(c)/15d-14(c)] under the Exchange Act) within 90 days prior to the filing date of this report. Based upon that evaluation, the certifying officers concluded that the Company's disclosure controls and procedures are effective in timely alerting management to material information relative to the Company required to be disclosed in periodic filings with the SEC.

#### **(b) Changes in internal controls.**

The Chief Executive Officer and Chief Financial Officer have indicated that there were no significant changes in internal controls or other factors that could significantly affect such controls subsequent to the date of their evaluation, and there were no such control actions with regard to significant deficiencies and material weaknesses.

## **PART II - OTHER INFORMATION**

### **Item 1. Legal Proceedings.**

The Company is currently not a party to any pending legal proceedings and no such action by or to the best of its knowledge, against the Company has been threatened.

### **Item 2. Changes in Securities.**

In November, 2005 the Company issued 20,844 shares of its par value common stock for investors in the Company. These shares were issued under Section 4(2) of the Securities Act of 1933. These shares were valued by the Company at \$27,300.

In December 2005, the Company issued 166,907 shares of its par value common stock as part of its merger with Serino 1, Corp. other services. These shares were issued under Section 4(2) of the Securities Act of 1933. These shares were valued by the Company at \$77,753.

In January 2006, the Company issued 344 shares of its par value common stock for investors in the Company. These shares were issued under Section 4(2) of the Securities Act of 1933. These shares were valued by the Company at \$15,000.

*Subsequent to the period ended January 31, 2006:*

Through February 12, 2006, the Company issued 13,597,916 shares of its common stock for services rendered to the Company by various individuals and entities, as reported on Form 8-K filed February 8 and 9, 2006. These shares were issued under Section 4(2) of the Securities Act of 1933. These shares were valued by the Company at \$135,979.

### **Item 3. Defaults Upon Senior Securities.**

None

### **Item 4. Submission of Matters to a Vote of Security Holders**

No matter was submitted during the quarter ending January 31, 2006 covered by this report to a vote of the Company's shareholders, through the solicitation of proxies or otherwise.

**Item 5. Other Information.**

None

**Item 6. Exhibits.**

(a) Exhibits

31.1 Certification pursuant to Section 302 of Sarbanes Oxley Act of 2002, Friedman

31.2 Certification pursuant to Section 302 of Sarbanes Oxley Act of 2002, Bodine

32.1 Certification pursuant to Section 906 of Sarbanes Oxley Act of 2002, Friedman

32.2 Certification pursuant to Section 906 of Sarbanes Oxley Act of 2002, Bodine

## SIGNATURES

In accordance with Section 12 of the Securities Exchange Act of 1934, the registrant caused this amendment to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

**Fresh Harvest Products, Inc.**  
(Registrant)

/s/ Michael Jordan Friedman

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Michael Jordan Friedman, Chief Executive Officer

Date: March 17, 2006

## Certification

I, Michael Jordan Friedman , certify that:

- (1) I have reviewed this Registration Report on Form 10-QSB of Fresh Harvest Products, Inc.;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
- (4) I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
- (5) I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

/s/ Michael Jordan Friedman

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Michael Jordan Friedman, Chief Executive Officer

Date: March 17, 2006

## Certification

I, A. William Bodine, certify that:

- (1) I have reviewed this Registration Report on Form 10-QSB of Fresh Harvest Products, Inc.;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
- (4) I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
- (5) I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

/s/ A. William Bodine

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A. William Bodine, Chief Financial Officer

Date: March 17, 2006

**Exhibit 32.1**

**CERTIFICATION PURSUANT TO THE SARBANES-OXLEY ACT**  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002

I, Michael Jordan Friedman, Chief Executive Officer of Fresh Harvest Products, Inc. (the “Company”), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. This Quarterly Report on Form 10-QSB of the Company for the period ended January 31, 2006 as filed with the Securities and Exchange Commission (the “report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael Jordan Friedman

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Michael Jordan Friedman, Chief Executive Officer

Date: March 17, 2006

**Exhibit 32.2**

**CERTIFICATION PURSUANT TO THE SARBANES-OXLEY ACT**  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002

I, A. William Bodine, Chief Financial Officer of Fresh Harvest Products, Inc. (the “Company”), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. This Quarterly Report on Form 10-QSB of the Company for the period ended January 31, 2006 as filed with the Securities and Exchange Commission (the “report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ A. William Bodine

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A. William Bodine, Chief Financial Officer

Date: March 17, 2006