

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

**FORM 10-K**

[X] Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended  
**October 31, 2008**

**Commission File Number 000-51390**

**FRESH HARVEST PRODUCTS, INC.**

(Exact name of registrant as specified in its charter)

**New Jersey**  
(State or other jurisdiction of incorporation or organization)

**33-31390**  
(I.R.S. Employer Identification No.)

**280 Madison Ave Suite 1005  
New York, NY 10016**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **212.889.5904**

None  
Former Name, Address and Fiscal Year, if Changed Since Last Report

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 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 filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this Chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

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

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> Do not check if a smaller reporting company)	Smaller reporting company <input checked="" type="checkbox"/>

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: **\$7,874,425 as of April 30, 2008.**

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. The issuer: had 44,237,125 shares of common stock issued and outstanding as of **January 30, 2009.**

Documents incorporated by reference: **None**

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## **NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Form 10K contains forward-looking statements, which relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled "Risk Factors" on pages 17 to 25, that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward-looking statements. This report contains information that may be deemed forward-looking, that is based largely on the Company's (as defined below) current expectations, and is subject to certain risks, trends and uncertainties that could cause actual results to differ materially from those anticipated.

Among such risks, trends and other uncertainties, which in some instances are beyond its control, may be the Company's ability to generate cash flows and maintain liquidity sufficient to service its debt, and comply with or obtain amendments or waivers of the financial covenants contained in its credit facilities, if necessary. Other risks and uncertainties include the impact of continuing adverse economic conditions, potential changes in the organic food industry, energy costs, interest rates and the availability of credit due to instability in the credit markets, labor costs, legislative and regulatory rulings and other results of operations or financial conditions, increased capital and other costs, competition and other risks detailed from time to time in the Company's publicly filed documents.

The words "may", "will", "would", "could", "believes", "expects", "anticipates", "intends", "plans", "projects", "considers" and similar expressions generally identify forward-looking statements. Readers are cautioned not to place undue reliance on such forward-looking statements, which are made as of the date of this report. The Company does not undertake to publicly update or revise its forward-looking statements.

## **PART I**

### **ITEM 1. BUSINESS**

#### **ITEM 1. DESCRIPTION OF BUSINESS**

##### **GENERAL**

We are a New Jersey corporation that, as a result of a December 16, 2005 acquisition, has entered into the wholesale and retail organic foods business. Prior to this acquisition, we were a "public shell" corporation with no operations or revenues, and our only business activity was to seek a merger or acquisition candidate. We were originally incorporated in the State of New Jersey on April 21, 2005 under the name of Serino 1 Corp. to engage in any lawful corporate undertaking, including, but not limited to, selected mergers and acquisitions. Serino 1 Corp. had been in the developmental stage since inception and from that date it had no operations until the acquisition of a New York corporation named Fresh Harvest Products, Inc. on December 16, 2005. In connection with the acquisition, Serino 1 amended its articles of incorporation with the State of New Jersey to change its name to Fresh Harvest Products, Inc. We are now the surviving corporation of this acquisition operating under our new name, Fresh Harvest Products, Inc. (the New Jersey corporation). See the Item 12, "Certain Relationships and Related Transactions", below. As a result of the acquisition transaction, we assumed the organic food business operations of the acquired company and that entity ended its corporate existence. Since the date of the acquisition (December 16, 2005), our only business operations became that of the acquired company, Fresh Harvest Products, Inc. the acquired New York corporation. As previously stated in this Report, unless otherwise indicated, use of the terms in this Report such as "We", "Us", "Our", Fresh Harvest" or other

similar terms or words refers to the combined entity that survived the acquisition and is now operating as a wholesale and retail organic foods business.

We are organic food company that develops, sells and markets healthy food products to consumers at reasonable prices through local, regional and national supermarkets and retailers, distributors, brokers, wholesalers and an online web-store. We have studied and analyzed the organic food market, created brands with distinctive labeling, developed key distribution relationships, established a procurement program, and assembled a core management team to build our business.

Our strategy is to focus on finding and developing the best USDA organic food and beverage products in the world. Part of this strategy is to have the “Wings of Nature™” name branded on all of our products.

Currently, our revenues are generated from approximately 600+ stores, including but not limited to: ShopRite Supermarkets and independent Retailers and Markets. Some of our distributors include: the largest natural and organic food distributor in the US, one of the largest Gourmet Distributor in US (and the 2nd largest natural and organic food distributor in US; revenues over \$750MM); and Kehe Food Distributors (regional – Mid-West & North East; approved vendor, awaiting order).

Our products include Olive Oil from Spain and North America; coffee(s) from South America, USA and Africa; salsa; and, Health Bars that have no refined sugar, are cholesterol, trans fat and gluten free and low in sodium. Fresh Harvest is bringing healthy, great tasting, organic food products at affordable prices to the mass markets. We have located manufacturers who have the requisite governmental approvals and completed our package designs.

Wings of Nature™ Fruit & Nut and Coffee Bars received the **2007 Editor’s Pick Award for the Best New Product ‘Ahead of What’s Next’ Award** by the prominent industry publication ‘*Progressive Grocer*’. Wings of Nature™ Coffee Bars received a prestigious **2006 Trailblazer of the Year Award** presented by the prominent industry publication ‘*Grocery Headquarters*’ to companies and products expected to become leaders in their fields (health & wellness category). Wings of Nature™ Coffees was named in the **Best Natural and Organic Products Media Guide (Summer 2007)** by Orca Communications, who searched through thousands of new organic and natural products to choose a dozen products that are designed to promote healthy bodies and a healthy environment

## OUR BUSINESS PLAN

The business model that we employ is that of a marketer of organic food products. We have set out on a course to make our “Wings of Nature™” brand, a national brand of organic and natural foods that will attract consumers because of quality and price. In addition, we are setting up a distribution network that will attract manufacturers to provide us with the highest quality unique products to sell through that distribution network. We believe that our management team is intimately knowledgeable about the functions of a marketer in the food industry. We intend to merge and/or acquire marketers and/or manufacturers of the organic products that we will sell and become a fully integrated manufacturer servicing consumers through retail food outlets. These acquisitions will enable us to control the quality, consistency and cost of the organic products we sell. The timing is important because we believe that the consumers that we have targeted are actively looking for quality organic food offerings, and the stores in which they shop are responding to their demands by allocating shelf space for this rapidly expanding segment of the food market.

## THE MARKET IN ORGANIC AND NATURAL FOODS

We believe that the market for natural and organic foods is growing fast, and will enter into mainstream retailing in a short time. Some organic food is sold in most supermarkets but we believe that there is no one brand that consumers can identify with when shopping organic. The offerings are disjointed and mixed with regular product because they are just line extensions of existing product. Therefore, we believe that the market is ready to identify with a brand dedicated to quality, reasonably priced, great tasting organic packaged foods for both children and adults.

According to the Organic Trade Association, organic food sales have grown at about a 20% annual rate since 1990. Organic Trade Association (OTA) is a membership-based business association that focuses on the organic business community in North America located in Greenfield, MA. A March 9, 2006 article published by “Reuters Food Summit” (an internet service of the Reuters Foundation), indicates that a key sign that organic foods are gaining mainstream acceptance is that Wal-Mart Stores, Inc., is now in the process of doubling its offering of organic foods in its stores.

The global market for organic food and drink reached \$23 billion in 2002, according to Organic Monitor. Increasing demand in North America helped fuel the 10.1 percent increase, as North America overtook Europe as the largest market for organic food and drink. Continued growth is predicted for the global organic food industry, although at slower rates

than in the past year. (The Global Market for Organic Food & Drink, July 2003, Organic Monitor [www.organicmonitor.com/700140.htm](http://www.organicmonitor.com/700140.htm)).

## **Organic Food Channel Distribution**

As organic foods become part of the American mainstream, they are increasingly found in more mainstream retail establishments. Although the independent natural grocery or health foods store laid the tracks for the organic foods manufacturer and supplier, sales have since penetrated many other channels to the point that independent natural food stores represented less than 25% organic food sales for the first time in 2005. The largest natural food chains (led by Whole Foods Market and Wild Oats grocery retailers) represent an estimated \$3.2 billion of total organic food dollar sales, so together the natural channel represented 47% of U.S. organic food sales in 2005. Roughly 46% of total organic food dollar volume was sold through the mass-market channel, which includes supermarkets/grocery stores, mass merchandisers, and club stores. The remaining 7% was made up of farmer's markets, food service and other nonretail-store sales. (OTA's 2006 Manufacturer Survey)

## **OVERVIEW OF THE ORGANIC AND NATURAL MARKET**

### **Industry Statistics and Projected Growth**

The U.S. sales of organic food and beverages have grown from \$1 billion in 1990 to an estimated \$20 billion in 2007, and are projected to reach nearly \$23 billion in 2008. Organic food sales are anticipated to increase an average of 18 percent each year from 2007 to 2010. (Source: 2007 OTA Manufacturer Survey) This representing approximately 2.8 percent of overall food and beverage sales in 2006, this continues to be a fast growing sector, growing 20.9 percent in 2006. (Source: 2007 OTA Manufacturer Survey)

Total U.S. organic sales, including food and non-food products, were \$17.7 billion in 2006, up 21 percent from 2005. They are estimated to have reached \$21.2 billion in 2007, and are projected to surpass \$25 billion in 2008. (Source: 2007 OTA Manufacturer Survey)

Mass market grocery stores represent the largest single distribution channel, accounting for 38 percent of organic food sales in 2006. This is up from a 35 percent share of total sales in 2005. The natural food channel is still strong. The sales of larger grocery natural food stores combined with smaller independent natural food stores and chains accounts for 44 percent of organic food and beverage sales. Mass merchandisers and club stores, food service, internet/mail order and farmers' markets represent 8 percent, 4 percent, 2.2 percent, and 2 percent of organic food sales, respectively. (Source: 2007 OTA Manufacturer Survey)

According to the National Restaurant Association's 2007 Restaurant Industry Forecast, chefs ranked organic food as third on a list of the top 20 items for 2007. Also, more than half of fine-dining operators who serve organic food anticipated these items would represent a larger portion of sales in 2007. In addition, casual- and family-dining operators expected organic items to represent a larger proportion of their sales in 2007. (Source: National Restaurant Association's 2007 Restaurant Industry Forecast)

## **THE ORGANIC AND NATURAL FOODS CONSUMER**

### **Consumption of organic products is on the rise:**

New research released in 2008 by The Natural Marketing Institute (NMI) reveals that consumers are increasingly incorporating organic into their lifestyles. Total household penetration across six product categories has risen from 57 percent in 2006 to 59 percent in 2007. The research also showed that the number of core users has increased from 16 percent in 2006 to 18 percent in 2007. (Source: <http://www.nmisolutions.com/>, 2008)

According to findings published by The Hartman Group in 2008, over two-thirds (69 percent) of U.S. adult consumers buy organic products at least occasionally. Furthermore, about 28 percent of organic consumers (about 19 percent of adults) are weekly organic users. Organic categories that continue to be of high interest to consumers are dairy, fruit and vegetables, prepared foods, meats, breads and juices, according to the report. (Source: The Hartman Group, The Many Faces of Organic 2008, Summer 2008.)

Consumer interest in buying environmentally friendly products and organic food remains high among Northwest natural and organic product consumers despite tough economic times and rising food and energy prices. Recent market research

by Mambo Sprouts Marketing released in 2008 showed that consumers in Washington and Oregon see buying 'green' as a priority. More than nine in ten consumers (92%) reported buying the same (54%) or more (38%) environmentally friendly products compared to six months ago. Rather than cutting out such products, consumers report they are using money-saving strategies, such as using coupons, stocking up on sales, and cooking meals at home to stretch their grocery dollars.

A Harris Interactive® online survey conducted for Whole Foods Market during August 2008 showed that despite rising food prices, 79 percent of consumers do not want to compromise on food quality and 70 percent continuing to buy the same amount of natural and organic foods as always. Findings also showed two in three adults prefer to buy natural or organic products if prices are comparable to those of non-organic products. Overall, the survey found that 74 percent of adults purchase natural or organic foods, with 20 percent saying that more than one-fourth of all the groceries they buy are natural or organic. In addition, 66 percent of adults would like to find ways to buy natural or organic foods within their budget.

A survey of shoppers has found that 21.2 percent had purchased organic and natural meat in a three-month period in 2007, up from 17.4 percent for the same period in 2006, according to The Power of Meat—An In-Depth Look at Meat Through the Shoppers' Eyes. Nearly half (48.9 percent) bought these products in supermarkets, more than two in ten (22.8 percent) at natural and organic stores, and one in ten (10.6 percent) at super-centers. The report, published by the American Meat Institute and Food Marketing Institute, showed chicken is the most popular natural and organic meat, purchased by 73.2 percent of shoppers, followed by beef (50.7 percent) and ground meat (31 percent). Shoppers cited five beliefs for buying these products, including better health and treatment of the animal, better nutritional value, better taste, positive long-term health effects, and freshness. Price was the biggest hurdle to more purchases. (Source: American Meat Institute and Food Marketing Institute, The Power of Meat—An In-Depth Look at Meat Through the Shoppers' Eyes, 2007.)

Results from a national survey released by the Food Marketing Institute and Prevention magazine showed 44 percent of respondents purchased organic fruits and vegetables in the first six months of 2006, versus 38 percent for the same period in 2005. In addition, 30 percent purchased organic milk or other dairy products (up from 23 percent), 29 percent purchased organic cereals, breads or pasta (up from 25 percent), 24 percent purchased organic meats or poultry (versus 17 percent) and organic packed goods (up from 21 percent), 21 percent purchased organic eggs (up from 18 percent), and 16 percent purchased organic soups and sauces (up from 12 percent). The chief motivation cited for buying organic foods was perceived nutritional value, followed by long-term health effects. Just over half of respondents listed the environmental impact of growing or producing these foods. (Source: The Shopping for Health 2006: Making Healthy Eating Easier survey conducted in July 2006 by telephone (included more than 1,000 adults).)

**Consumers choose to buy organic for a wide variety of reasons. Among the most commonly cited of these reasons are related to health and the environment.**

According to the "Hartman Report on Sustainability: Understanding the Consumer Perspective," sustainability-minded customers:

- \* are twice as likely to think it is important that they buy environmentally friendly products
- \* are seven times as likely to perceive buying organically grown food whenever possible as important
- \* are twice as likely to think that purchases have an impact on society. (Source: Laurie Demeritt, "Consumer Understanding of Sustainability," in Organic Processing Magazine, May/June 2008.)

Primary reasons given for buying organic products by participants in The Hartman Group survey, Organic2006: Consumer Attitudes & Behavior, Five Years Later & Into the Future:

- \* To avoid products that rely on pesticides or other chemicals
- \* To avoid products that rely on antibiotics or growth hormones
- \* For nutritional needs
- \* To support the environment
- \* To avoid genetically modified products
- \* Health reasons other than allergies
- \* They taste better
- \* To support sustainable agriculture.

(Source: The Hartman Group, Organic 2006: Consumer Attitudes & Behavior, Five Years Later & Into the Future.)

Research conducted by the Natural Marketing Institute (NMI) found that the top three reasons prompting consumers to begin using organic products are:

- \* These products are better for them and their families
- \* They promote overall health, and
- \* They enable consumers to avoid additives, pesticides, and toxins.

Additional NMI studies found that twenty-eight percent of “general population consumers” indicate that they would like to purchase organic foods at restaurants. This number jumps to 76 percent among consumers that are most dedicated to organic. (Source: Maryellen Molyneaux “Consumer Pathways and Barriers to Usage for Organic Products,” in Organic Processing Magazine, Jan/Feb 2008.)

A study by Information Resources, Inc., has found U.S. consumers are increasingly becoming concerned over social and environmental implications when choosing packaged food and beverage brands. According to the findings, about 40 percent of the 22,000 shoppers polled indicated they look for products grown or produced to meet organic standards. (Source: Information Resources, Inc. (<http://us.infores.com/>), Times & Trends report, January 2008.)

A survey conducted online in January 2006 among 1,040 adults projected that half of all U.S. adults sometimes buy organic food. The main reasons cited were taste, environmental responsibility, freshness, social responsibility, and a belief that organic products were better for their children. “While produce tends to be consumers’ main pathway into this category, many are now taking advantage of the wide selection of organic foods found in supermarkets and natural food stores,” according to a spokesperson for the Consumer Packaged Goods Research Practice at Harris Interactive®. (Source: Harris Interactive®, “Healthy Eating: Impact on the Consumer Packaged Goods.”)

## **OVERVIEW OF THE ORGANIC AND NATURAL MARKET**

### **Market Profile**

U.S. sales of organic food and beverages have grown from \$1 billion in 1990 to an estimated \$20 billion in 2007, and are projected to reach nearly \$23.6 billion in 2008. This represents approximately 2.8 percent of overall food and beverage sales in 2006, this continues to be a fast growing sector, growing 20.9 percent during 2006. Organically grown and produced ingredients can also be found in such non-food items as personal care products, apparel, textiles, toys, supplements, and pet foods. Organic non-food sales grew 26 percent in 2006.

Total U.S. organic sales, including food and nonfood products, were \$17.7 billion in 2006, up 21 percent from 2005. They are estimated to have reached \$21.2 billion in 2007, and are projected to surpass \$25 billion in 2008. (Source: Organic Trade Association’s 2007 Manufacturer Survey.)

## **ORGANIC AND NATURAL MARKET - GLOBAL ANALYSIS**

A Global Industry Analysts report released in May 2008 shows that health and well-being are increasingly important to consumers, helping to spur double-digit annual growth in the global organic food and beverage market. “Recent outbreaks of food scares and heightened awareness of the health benefits of organically produced ingredients are thought to be behind the dramatic turn from unhealthy ingredients,” according to the report. (Source: Global Industry Analysts, Organic Foods & Beverages: A Global Business Report, May 2008.)

Global demand for organic products continues to grow, with sales increasing by over \$5 billion a year, according to The World of Organic Agriculture: Statistics & Emerging Trends 2008. It cited Organic Monitor estimates that international sales reached \$38.6 billion dollars in 2006, double that in 2000. The most important import markets for organic products continue to be the European Union, the United States, and Japan. (Source: The World of Organic Agriculture: Statistics & Emerging Trends 2008)

Nearly 30.4 million hectares were managed organically by more than 700,000 farms in 138 countries in 2006, according to The World of Organic Agriculture: Statistics & Emerging Trends 2008 report released in February 2008 by the International Federation of Organic Agriculture Movements (IFOAM), The Foundation Ecology & Agriculture (SÖL), and the Research Institute of Organic Agriculture (FiBL). That figure represents 0.65 percent of the total agricultural land of the countries covered by the survey. As in previous years, Australia led with the most organic land (12.3 million hectares), followed by China (2.3 million hectares) and Argentina (2.2 million hectares). The United States was fourth, with 1.6 million hectares in 2005 (latest available statistics). The ten countries with the most organic land represented a combined total of nearly 24 million hectares, more than three quarters of the world’s organic land. Other countries in the

top ten were Italy, Uruguay, Spain, Brazil, Germany, and the United Kingdom. Based on distribution by continent, Oceania led with 42 percent of organic area, followed by Europe (24 percent), Latin America (16 percent), Asia (20 percent), North America (7 percent), and Africa (1 percent). However, according to the report summary, the proportion of organically managed land to conventionally managed is highest in countries in Europe. (Source: The World of Organic Agriculture: Statistics & Emerging Trends 2008)

### **The Effect of Governmental Regulation**

Along with our manufacturers, brokers, distributors and co-packers, we are subject to extensive regulation by federal, state and local authorities. The federal agencies governing our business include the Federal Trade Commission (“FTC”), FDA, USDA, and Occupational Safety and Health Administration (“OSHA”). These agencies regulate, among other things, the production, sale, safety, advertising, labeling of and ingredients used in our products. Under various statutes, these agencies prescribe the requirements and establish the standards for quality, purity and labeling. Among other requirements, the USDA, in certain circumstances, must not only approve our products, but also review the manufacturing processes and facilities used to produce these products before these products can be marketed in the United States. In addition, advertising of our business is subject to regulation by the FTC. Our activities are also regulated by state agencies as well as county and municipal authorities. We are also subject to the laws of the foreign jurisdictions in which we manufacture and sell our products.

### **DEFINITION OF ORGANIC IN THE UNITED STATES MARKET**

Organic foods are foods produced without using most pesticides and meet other government standards and requirements. The National Organic Program (NOP) proffered by the USDA was implemented in October 2002 identified four product categories:

<i>100% organic:</i>	products containing only organically produced ingredients;
<i>Organic:</i>	products containing 95% organically produced ingredients by weight;
<i>Made with</i>	
<i>Organic ingredients:</i>	a product containing more than 70% organic ingredients. Up to three of the organically produced ingredients can be specified on the principal display panel of the packaging;
<i>Processed products containing less than 70% organically produced ingredients:</i>	cannot use the term organic in the principal display panel, but the ingredients organically produced can be specified on the ingredients statements on the information panel.

Since October 21, 2002 the USDA “ORGANIC” seal can be used on the first two product categories, provided that the requirements of the NOP are complied with (UN, 9). UN refers to the United Nations World Food Report that is issued periodically by the United Nations.

### **Competition**

We operate in highly competitive product markets. Some of these markets are dominated by competitors with greater resources. In addition, we compete for limited retailer shelf space for our products. Larger competitors include mainstream food companies such as Dean Foods, General Mills, Inc., Nestle S.A., Kraft Foods Inc., Groupe Danone, Kellogg Company, Unilever PLC, Pepsico, Sara Lee Corporation and large cereal producers such as Nature’s Path and Kashi. Retailers also market competitive products under their own private labels such as Whole Foods which markets only its own brands in its own stores. Other well- known brands with which we compete are Newman’s Own, Eden Foods and Walnut Acres.

### **Employees and Employment Agreements**

Currently, our primary employee is our executive officer (whose employment is governed by an employment agreement, which expires on November 1, 2010) and which is anticipated to be renewed; see the section entitled “Executive Compensation-Employees and Employment Agreements”, above), a Managing Director who does not have an employment contract, one full time sales associate (who has an employment contract due to expire on February 5, 2009), and one part-time administrative (non-executive) officer. Of these four individuals, three are employed on a full-time basis; we anticipate retaining additional sales and marketing (as employees or consultants) and clerical personnel within the next 12 months, if and when our financial resources permit.



**Seasonality**

While our snack food product lines are stronger in the warmer months, our coffee product line primarily markets hot coffee products and, as a result, its quarterly results of operations reflect seasonal trends resulting from increased demand for its hot coffee products in the cooler months of the year. In years where there are warm winter seasons, our sales of cooler weather products, which typically increase in our second and third fiscal quarters, may be negatively impacted.

Quarterly fluctuations in our sales volume and operating results are due to a number of factors relating to our business, including the timing of trade promotions, advertising and consumer promotions and other factors, such as seasonality, inclement weather and unanticipated increases in labor, commodity, energy, insurance or other operating costs. The impact on sales volume and operating results due to the timing and extent of these factors can significantly impact our business. For these reasons, you should not rely on our quarterly operating results as indications of future performance.

**Inflation**

We do not believe that inflation had a significant impact on our results of operations for the periods presented.

**ITEM 1A. RISK FACTORS**

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information required under this item.

The above statement notwithstanding, shareholders and prospective investors should be aware that certain risks exist with respect to the Company and its business, which risks include: its limited assets, lack of revenues and only losses since inception, industry risks, the need for additional capital; risks inherent in obtaining its products from sources outside the United States such as political and economic unrest and instability, the threat of military actions and terrorist activities; among other factors. The company management is aware of these risks and has established the minimum controls and procedures to insure adequate risk assessment and execution to reduce loss exposure.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 2. PROPERTIES**

We maintain our current office at the office of our President at no charge to us; our mailing address is 280 Madison Ave Suite 1005 New York, NY 10016. We do not have an office lease, nor do we pay or accrue rent for our current office location. Our facilities are provided rent free by a related party who allows us to utilize a portion of his offices. We maintain a limited amount of office equipment. The Company owns 2 vehicles as of October 31, 2008; however, in November 2008 we sold one of those vehicles. The Company does not lease any vehicles.

**ITEM 3. LEGAL PROCEEDINGS**

We currently are not a party to any material legal proceedings and, to the best of our knowledge, there is no material litigation pending or threatened against us.

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

No matters were submitted to a vote of security holders during the fiscal year ended October 31, 2008.

## PART II

### ITEM 5. MARKET FOR THE REGISTRANT'S COMMON STOCK AND RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF COMMON STOCK

#### MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

##### Market Information

Our common stock currently trades on the OTC Bulletin Board under the symbol "FRHV". Prior to May 8, 2007, our shares were not publicly traded. The following table sets forth the range of high and low bid prices per share of the common stock for the last two quarters of our fiscal year ending October 31, 2007 and the four quarters ending October 31, 2008 and the quarter ending January 31, 2009.

	Price Range	
	High (\$)	Low (\$)
Quarter ended 7/31/07	0.75	0.35
Quarter ended 10/31/07	0.76	0.50
Quarter ended 1/31/08	0.52	0.35
Quarter ended 4/30/08	0.55	0.17
Quarter ended 7/31/08	0.32	0.04
Quarter ended 10/31/08	0.30	0.02
Quarter ended 1/31/09	0.04	0.01.

These quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions

On January 30, 2009, there were 9 broker-dealers making a market in our common stock. On January 30, 2009, the closing bid and asked prices of our common stock as traded on the OTC Bulletin Board \$0.0055 and \$0.012 per share, respectively.

##### Holders

As of January 30, 2009 there were 169 holders of record of the Company's Common Stock. This does not reflect persons or entities that hold their stock in nominee or "street name".

##### Dividends

There are no restrictions in our Articles of Incorporation or Bylaws that restrict us from declaring dividends. The New Jersey Business Law, however, does prohibit us from declaring dividends where, after giving effect to the distribution of the dividend, we would not be able to pay our debts as they become due in the usual course of business or our total assets would be less than the sum of our total liabilities, plus the amount that would be needed to satisfy the rights of shareholders who have preferential rights superior to those receiving the distribution.

We have not paid any cash dividend to date and we may not be able to pay any cash dividends on our common stock in the foreseeable future. The declaration and payment of dividends is subject to the discretion of our Board of Directors and to the above mentioned limitations imposed under the Delaware Business Corporations Act. The timing, amount and form of dividends, if any, will depend on, among other things, our results of operation, financial condition, cash requirements and other factors deemed relevant by our Board of Directors.

##### Sales of Unregistered Equity Securities

During our fiscal 4<sup>th</sup> Quarter of 2008, the Company issued 265,000 restricted common shares. These shares were issued for services rendered to the Company. The securities issuances referred to above were exempt from registration pursuant to Section 3(b) and 4(2) of the Securities Act of 1933, as amended (the "Act").

## **Warrants Outstanding**

As of year end October 31, 2008 the Company had no outstanding stock purchase warrants.

## **Rule 144 Shares**

As of January 30, 2009, we had 44,237,125 shares of common stock outstanding, 16,512,504 of which are freely tradable. Of the remaining shares, 5,398,592 are immediately eligible for resale to the public under Rule 144 of the Securities Act. The final 565,000 shares will become eligible for public resale after a six month holding period.

In general, under Rule 144 as currently in effect, a person (or persons whose shares are aggregated) who is not deemed to have been an affiliate of ours at any time during the three months preceding a sale, and who has beneficially owned restricted securities within the meaning of Rule 144 for at least six months (including any period of consecutive ownership of preceding non-affiliated holders) would be entitled to sell those shares, subject only to the availability of current public information about us. A non-affiliated person who has beneficially owned restricted securities within the meaning of Rule 144 for at least one year would be entitled to sell those shares without regard to the provisions of Rule 144. In general, under Rule 144 as currently in effect, our affiliates or persons selling shares on behalf of our affiliates are entitled to sell within any three-month period beginning 90 days after the date of this prospectus, a number of shares that does not exceed the greater of 1% of the number of shares of common stock then outstanding, or the average weekly trading volume of the common stock during the four calendar weeks preceding the filing of a notice on Form 144 with respect to such sale.

As of January 30, 2009, persons who are our affiliates (officers, directors and/or shareholders owning 10% or more of our outstanding common stock) hold 22,426,029 of the shares that will be eligible for Rule 144 sales. Although approximately 22,426,029 of those shares have been held by these affiliates for more than six months, as affiliates they are subject to the volume limitations discussed above and would not become eligible to use Rule 144 as non-affiliates until at least three months after resigning as an officer and director, and then only if they retained less than ten percent of the aggregate amount of common shares then outstanding.

The public sale of shares under Rule 144 may have a negative effect on the trading price of our common stock.

## **Registration Rights**

Not applicable.

## **Equity Compensation Plan Information**

Not applicable.

## **Performance graph**

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information required under this item.

## **Issuer Repurchases of Equity Securities**

None.

## **ITEM 6. SELECTED FINANCIAL DATA**

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information required under this item.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION.

### *Overview*

We are an early stage company and have generated only nominal revenues from our organic food business operations since inception on November 26, 2003 through October 31, 2008 (\$701,707). We only began having revenues from operations during the quarter ending July 31, 2006. Our net loss from inception until October 31, 2008 is \$3,693,609 and to date, we have been dependent upon equity and debt financing. Since our inception through October 31, 2008, we have been funded through capital contributions of \$68,803 from Michael Jordan Friedman, our President and Chief Executive Officer; from the sale of common stock between November 2005 through October 31, 2008 for gross proceeds of \$123,969 to 11 investors; from convertible loans totaling \$388,000 from 15 individuals; and one private loan of \$7,500. \$95,000 of those convertible loans were issued during the quarter ended July 31, 2007. In addition, Arthur Friedman, the father of the Company's President and CEO, has made advances to Fresh Harvest and after conversion of a portion of his debt to equity, through the period ending October 31, 2008 his advances were \$629,499. Illuminate, Inc., a principal shareholder, has made advances of \$13,000 to Fresh Harvest. Such advances do not have written terms and are not convertible and neither is the previously mentioned \$7,500 private loan. In the quarter which ended April 30, 2008, \$432,000 due to Illuminati, Inc. per the Merger Agreement was converted into equity of the Company. Arthur Friedman converted \$250,000 of his debt into equity of the Company and three convertible Note Holders converted debt to equity, thus decreasing the Company's debt by \$318,925. Thus, for the quarter ending April 30, 2008 the Company decreased its total debt to Noteholders by \$750,925.

We were formed in New Jersey as a blank check company on April 21, 2005, under the name Serino 1, Corp. with no operations, assets or purpose other than the purpose of seeking a privately held operating company as an acquisition or merger candidate. On December 16, 2005, we acquired Fresh Harvest Products, Inc., a New York corporation, a development stage company in the organic food business, and absorbed its operations into our business. As a result of the acquisition, we are no longer a blank check company, and the controlling shareholders of the acquired company became the controlling shareholders of our company. The acquisition was considered a reverse acquisition for accounting and financial reporting purposes. The unaudited consolidated financial statements that are a part of this quarterly report include the accounts of our company since the acquisition (December 16, 2005) and the historical accounts of Fresh Harvest Products, Inc. the New York corporation since the date of its inception, November 26, 2003. All significant intercompany balances and transfers have been eliminated in consolidation.

After the acquisition, our business plan has been to market and distribute (both domestic and imported) a line of organic food products. We intend to focus on finding quality organic and artisan food products throughout the world. We plan that our Fresh Harvest branded organic food products will be produced by artisan farms, co-ops and families who have historically grown organic products. We initially plan to offer products that include: olive oils from Italy and Spain; coffee from South America, USA and Africa and Fresh Harvest Health Bars that have no sugar added, are cholesterol free, trans fat free, low in sodium and gluten free. Our goal is to bring healthy, great tasting organic food products at affordable prices to the mass markets. All packaging has been previously designed and approved. We also plan to market and distribute a line of Fresh Harvest Health Bars once that product can be produced. We are now selling the product line to select supermarkets chains in the eastern part of the United States. We have one trade name (Wings of Nature™).

As a development stage company, our primary efforts have been devoted to developing our line of organic food products and raising capital. Accordingly, we have limited capital resources and have experienced net losses and negative cash flows from operations since inception and expect these conditions to continue for the foreseeable future. As of October 31, 2008, the Company had current assets of \$206,878 that includes cash (\$3,406), net accounts receivable of \$44,170 and inventory of \$122,936. Management believes that the liquid cash and other liquid assets on hand as of October 31, 2008 are not sufficient to fund operations for the next 12 months. Accordingly, we will be required to raise additional funds to meet our short and long-term planned goals. There can be no assurance that such funds, if available at all, can be obtained on terms reasonable to us. In this regard, we have obtained and will continue to attempt to obtain (short and long term) loans for inventory purchases, new product development, expansion, advertising and marketing as well as seeking to enter into factoring arrangements using our receivables to finance our operations. In addition, we will attempt to raise funds

through the sale of equity. We cannot assure you that we will be successful in obtaining the aforementioned financings (either debt or equity) on terms acceptable to us, or otherwise.

Our unaudited financial statements contained in this quarterly report have been prepared on a going concern basis, which assumes that we will be able to realize our assets and discharge our obligations in the normal course of business. Our financial statements indicate that we incurred net losses for the period from inception of November 26, 2003 to October 31, 2008 of \$3,693,609.

In the audited financial statements contained in our Annual Report on Form 10K for the year ended October 31, 2008, our auditors had provided an explanatory note that indicated that we are an early stage company and our ability to continue as a going concern is dependent on raising additional capital to fund future operations and ultimately to attain profitable operations. We believe that nothing has happened in our business operation since then that would change our auditor's opinion about this.

During the next 12 months, we have no material commitments for capital including but not limited to the purchase or sale of a plant or significant equipment. In addition, we do not expect to incur research and development costs within the next 12 months or have any significant changes in the number of our employees.

#### *Recent Developments*

On August 18, 2008 our Board of Directors approved a resolution to seek shareholder approval to amend its Certificate of Incorporation to affect a forward stock split of its common stock at the rate of 11 shares for every 10 shares outstanding. The stock split is designed to attract additional individual stockholders, increase the liquidity of the stock and diversify the stockholder base, all of which are in line with our overall growth strategy and shareholder interest. Also, on August 18, 2008 the resolution was approved by consent in lieu of a meeting of five principal shareholders holding a majority of its shares of common stock outstanding on that date. The timing of the forward split will be determined by the Board of Directors at a future date based upon completion of certain required filings with the SEC and the State of New Jersey. Currently, due to financial constraints and changing market and business conditions, the Company has not completed the forward stock split, and no determination has been made as to whether it will proceed with the forward.

#### *Plan of Operation for the Next Twelve Months*

Our plan of operation for the twelve months following the date of this quarterly report is to continue to develop and expand our business operations to have sustainable cash flow. This plan remains virtually the same since October 31, 2007 because to date we have not had sufficient capital to implement it. We will continue to be delayed in initiating our business plan if and until we have at least an additional approximate \$1,000,000 of capital. If we are not successful in raising this capital, we will have to reassess our plan or our chances of being profitable. The plan of operation over the next 12 months may include, but not exclusively, activities such as:

- Capitalization, including obtaining financing through equity and/or debt financing. Currently, we do not have sufficient financial resources to implement or complete our business plan. We anticipate that we will need a minimum of an additional approximate \$1,000,000 to satisfy our cash requirements over the next 12 months. We cannot be assured that revenue from operations, if any, will be sufficient to fund our activities during the next 12 months. Accordingly, we will have to seek alternate sources of capital—including private placements, a future public offering, and/or loans from officers and/or third party lenders. We are not experienced in selling equity. We can offer no assurance that we will be able to raise additional funds if needed, on acceptable terms to us or otherwise. If we are unsuccessful in our attempts to raise sufficient capital, we may have to cease operations or postpone our plans to initiate or complete our business plan. In that case, you may lose your entire investment in our company.

Sales and Distribution through our customer base will consist principally of Natural Food Distributors, Mass- Market Retailers, Supermarkets, Drug Store Chains, Club Stores and Grocery Wholesalers. Our products are sold through a Specialty Food Distributor Network of sales professionals, supported where necessary by third-party Food Brokers to minimize costs and maximize efficiencies. Estimated cost: \$350,000.

- Commence and establish marketing, advertising and promotion programs to increase brand equity and awareness through the targeting of specific consumer groups through targeted retail outlets utilizing specialty food distributors. Estimated cost: \$250,000.

- Salaries, including for present employees and possible new hiring of additional management personnel and appropriate operating and sales staff. Estimated cost: \$400,000.

These are only estimates and no assurance can be given regarding either statement as to timing or actual eventuality. If we can raise more than the minimum amounts indicated above, we anticipate spending increased amounts on establishing and expanding our distribution network, marketing, advertising and promotions.

We commenced operations and first had revenues from operations during our third quarter ended July 31, 2006. It is our plan that our business operations will generate sufficient revenues to sustain our operations and cash flow by October 31, 2009. We have been purchasing a minimum number of products (coffee, health and coffee and salsa), and anticipates sales that will provide revenues for operations. The revenue generated from these sales will be used to make additional product purchases and minimally fund our operations.

We estimate that our cash and other current assets as of October 31, 2008, of approximately \$170,512 will only be sufficient to meet our short term needs for approximately four months. If we are unable to raise the required financing, we will be delayed in commencing our business plan. Currently, because we are considered a new business with limited credit history with vendors, suppliers, manufacturers, packagers and food producers, we must pay for our purchases “up front” and are not granted credit terms. This will continue until we have established a satisfactory credit history. We cannot estimate, with any certainty, how long this may take, or if it will occur at all. Our inability to obtain credit from such providers has a significant impact upon our liquidity and our ability to utilize funds for other purposes. Similarly, if and when we hire salesmen and /or additional personnel, including management and sales personnel, the cost related to such hirings will have a significant impact on our liquidity and deployment of funds.

*Results of Operations for Three Months Ending October 31, 2008 and October 31, 2007.*

*Financial Information from Comparative Quarters*

We first began to have revenues during the quarter ending July 31, 2006. Prior to that we did not have revenues and only had losses. We are presently in the early stages of our business. In that regard, we can provide no assurance that we will ever be profitable in our operations.

For the three months ended October 31, 2008, we recorded revenues of \$56,448 versus revenues of \$78,646 in the same period of 2007. The decrease in revenues is attributed to the Company’s limited inventory at the beginning of the quarter.

Gross profit, defined as revenues less cost of goods sold, was \$19,747 for the three months ended October 31, 2008, compared to \$(5,855) for the three months ended October 31, 2007. The difference is attributed to the fact there were promotions and marketing programs run during the quarters.

Cost of goods sold was \$36,701 for the three months ended October 31, 2008 compared to \$84,501 for the three months ended October 31, 2007. The difference can be attributed to the decrease in products sold.

We incurred operating expenses in the amount of \$262,642 for the three months ended October 31, 2008, and \$351,200 for the three months ended October 31, 2007.

Our net loss decreased from \$357,055 for three months ended October 31, 2007 to \$242,895 for the three months ended October 31, 2008. The increase was primarily a result of an increase sales and salary expenses.

*Results of Operations for the Fiscal Year Ending October 31, 2008 and October 31, 2007.*

*Financial Information from Comparative Fiscal Year Periods*

For the fiscal year ended October 31, 2008, we recorded revenues of \$249,639 versus revenues of \$296,005 in the same period of 2007. The decrease in revenues is attributed to the decrease in inventory.

Gross profit, defined as revenues less cost of goods sold, was \$65,647 for the fiscal year ended October 31, 2008, compared to \$34,947 for the fiscal year ended October 31, 2007. The difference is attributed to the fact that there we increased our online sales and products which have a higher gross profit..

Cost of goods sold was \$183,992 for the fiscal year ended October 31, 2008 compared to \$261,058 for the fiscal year ended October 31, 2007. The decrease is attributed to a decrease in products sold.

We incurred operating expenses in the amount of \$1,428,616 for the fiscal year ended October 2008, and \$1,091,712 for the fiscal year ended October 31, 2007.

Our net loss increased from \$1,056,765 for fiscal year ended October 31, 2007 to \$1,362,969 for the fiscal year ended October 31, 2007. The increase was primarily a result of an increase in marketing, sales and salary expenses.

#### *Financial Condition and Liquidity*

Since inception, we have not been able to finance our business from cash flows from operations and have been reliant upon loans and proceeds from the sale of equity which may not be available to us in the future, or if available, on reasonable terms. Accordingly, if we are unable to obtain funding from loans and the sale of our equity, it is unlikely that we will be able to continue as a going concern.

At October 31, 2008, we had current assets of \$206,878 including cash in the amount of \$3,406, inventory of \$122,936 and accounts receivable of \$44,170. We had net fixed assets of \$33,366.

#### **Off Balance Sheet Arrangements**

We do not have any off balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, revenues, results of operations, liquidity or capital expenditures.

#### **Critical Accounting Policies**

Our financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of financial statements in accordance with generally accepted accounting principles requires our management to make estimates and assumptions that affect the reported amounts of assets and liabilities, including the recoverability of tangible and intangible assets, disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of expenses during the periods covered. A summary of accounting policies that have been applied to the historical financial statements can be found in the notes to our consolidated financial statements.

We evaluate our estimates on an on-going basis. The most significant estimates relate to intangible assets, deferred financing and issuance costs, and the fair value of financial instruments. We base our estimates on historical company and industry experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which, form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Our actual results may differ materially from those estimates.

The following is a brief discussion of our critical accounting policies and methods, and the judgments and estimates used by us in their application.

*Revenue Recognition and Sales Incentives* – We recognize sales when the products are shipped to our customers and the pricing is fixed and determinable. We can not control the date of actual payments by our customers and therefore we have to make certain assumptions as to when and which customers will pay, and the timing of such payments. Certain customers also deduct expenses from the invoices, which we do not know until we receive payment with such deductions.

*Valuation of Accounts and Chargebacks Receivable* - Credit losses have been within our expectations. We believe we do not have much credit exposure at this time, as our two core customers have a consistent track record of paying their

invoices in a timely manner. There can be no assurance that we would have the same experience with our receivables in the future.

#### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are a smaller reporting company, as defined in Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

#### **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Immediately following are our audited financial statements and notes for the fiscal year ended October 31, 2008.

##### **Fresh Harvest Products Inc**

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Notes to Financial Statements	22-28



# **MOORE & ASSOCIATES, CHARTERED**

ACCOUNTANTS AND ADVISORS

PCAOB REGISTERED

## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**To the Board of Directors  
Fresh Harvest Products, Inc.  
(A Development Stage Company)**

We have audited the accompanying balance sheets of Fresh Harvest Products, Inc. (A Development Stage Company) as of October 31, 2008 and 2007, and the related statements of operations, stockholders' equity and cash flows for the years then ended and since November 26, 2003 through October 31, 2008 and 2007. 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 audits.

We conducted our audit in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide 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 Fresh Harvest Products, Inc. (A Development Stage Company) as of October 31, 2008 and 2007, and the related statements of operations, stockholders' equity and cash flows for the years then ended and since November 26, 2003 through October 31, 2008 and 2007, 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 1 to the financial statements, the Company has had limited revenues and continuing losses, which raises substantial doubt about its ability to continue as a going concern. Management's plans concerning these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

  
**/s/ Moore & Associates, Chartered**

Moore & Associates Chartered  
Las Vegas, Nevada  
February 18, 2009

6490 West Desert Inn Rd, Las Vegas, NV 89146 (702) 253-7499 Fax (702) 253-7501

**FRESH HARVEST PRODUCTS, INC.**

## Balance Sheet

(a development stage company)

October 31, 2008

	October 31, 2008 (Audited)	October 31, 2007 (Audited)
<b>ASSETS</b>		
Current Assets		
Cash in Bank	\$ 3,406	\$ 8,383
Accounts Receivable, net	44,170	25,869
Prepaid Expense(s)	-	
Inventory	122,936	307,902
Total Current Assets	170,512	342,154
Fixed Assets, net	36,366	35,592
<b>TOTAL ASSETS</b>	<b>\$ 206,878</b>	<b>\$ 377,746</b>
<b>LIABILITIES &amp; STOCKHOLDERS' DEFICIT</b>		
Current Liabilities		
Accounts Payable	\$ 105,625	\$ 52,255
Accrued Expenses Payable	375,477	235,603
Payroll and Related Taxes Payable	356,693	118,001
Loans Payable, current portion	417,553	567,500
Loans Payable to Related Parties	649,999	705,028
Total Current Liabilities	1,905,347	1,678,387
Long-Term Liabilities		
Loans Payable	-	243,000
Total Liabilities	1,905,347	1,921,387
Stockholders' Deficit		
Common Stock, Authorized 200,000,000 Shares, Issued and Outstanding: 43,987,125 Shares, Par Value \$0.0001	4,399	1,785
Paid in Capital	1,921,973	785,214
Contributed Capital	68,768	
Accumulated Deficit	(2,330,640)	(2,330,640)
Retained Earnings/Loss	(1,362,969)	
Total Stockholders' Deficit	(1,698,469)	(1,543,641)
<b>TOTAL LIABILITIES &amp; STOCKHOLDERS' DEFICIT</b>	<b>\$ 206,878</b>	<b>\$ 377,746</b>

The accompanying notes are an integral part of these statements

FRESH HARVEST PRODUCTS, INC.  
Statement of Operations  
(a development stage company)  
For the Period Ending from November 26, 20003 (inception) to October 31, 2008

	Three Months Ended October 31, 2008	Three Months Ended October 31, 2007	Year Ended October 31, 2008	Year Ended October 31, 2007	Since Inception [Nov 26, 2003] Through October 31, 2008
Revenue	\$ 56,448	\$ 78,646	\$ 249,782	\$ 296,005	\$ 723,211
Returns	-	-	\$ 143	-	\$ (21,504)
Total Revenue	\$ 56,448	\$ 78,646	\$ 249,639	\$ 296,005	\$ 701,707
COGS	\$ 36,701	\$ 84,501	\$ 183,992	\$ 261,058	\$ 564,049
Gross Profit	\$ 19,747	\$ (5,855)	\$ 65,647	\$ 34,947	\$ 137,658
Expenses					
Depreciation & Amortization	\$ 2,870	\$ 1,956	\$ 11,478	\$ 6,822	\$ 20,352
Merger Costs	\$ -	\$ -	\$ -	\$ -	\$ 400,000
General & Administrative	\$ 259,772	\$ 349,244	\$ 1,417,138	\$ 1,084,890	\$ 3,410,915
Total Expenses	\$ 262,642	\$ 351,200	\$ 1,428,616	\$ 1,091,712	\$ 3,831,267
Income (Loss) before Taxes	\$ (242,895)	\$ (357,055)	\$ (1,362,969)	\$ (1,056,765)	\$ (3,693,609)
Provision for Income Taxes	\$ -	\$ -	\$ -	\$ -	\$ -
Net Income (Loss)	<u>\$ (242,895)</u>	<u>\$ (357,055)</u>	<u>\$ (1,362,969)</u>	<u>\$ (1,056,765)</u>	<u>\$ (3,693,609)</u>
Basic and Diluted Earnings (Loss) per Share	a	(0.02)	(0.02)	(0.04)	(0.07)
Weighted Average Number of Shares	43,115,300	16,860,229	33,157,785	16,166,471	43,115,300

a = Less than \$0.01

The accompanying notes are an integral part of these statements

FRESH HARVEST PRODUCTS, INC.  
Statement of Stockholders' Deficit  
(a development stage company)  
For period from October 31, 2005 to October 31, 2008

	Common Shares	Stock Amount	Paid in Capital	Accumulated Deficit	Total
Balance at October 31, 2006	16,166,840	1,617	505,594	(1,273,875)	(766,664)
Balance at October 31, 2007	17,854,406	1,785	785,214	(2,330,640)	(1,543,641)
Shares Issued November 2007	2,553,832	255	255,128		255,383
Shares Issued February 2008	18,963,887	1,897	757,361		759,258
Shares Issued May 2008	3,800,000	380	151,620		152,000
Shares Issued June 2008	550,000	55	21,945		22,000
Shares Issued August 2008	265,000	27	19,473		19,500
Net Loss for the Year Ended October 31, 2008				(1,362,969)	(1,362,969)
Balance, October 31, 2008	<u>43,987,125</u>	<u>4,399</u>	<u>1,990,741</u>	<u>(3,693,609)</u>	<u>(1,698,469)</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 Ending from November 23, 2006 (inception) to October 31, 2008

	Three Months Ended October 31, 2008	Three Months Ended October 31, 2007	Year Ended October 31, 2008	Year Ended October 31, 2007	Since Inception [Nov 26, 2003] Through October 31, 2008
Cash flows provided by (used for) operating activities:					
Net loss	\$ (242,895)	\$ (357,055)	\$ (1,362,969)	\$(1,056,765)	\$ (3,693,609)
Adjustments to reconcile net loss to net cash provided by (used for) operating activities:					
Depreciation & Amortization	2,870	1,958	11,478	6,822	20,352
Stock issued for services	19,500	0	457,216	269,788	991,443
Stock issued for product rights		0	-	0	50,000
Merger costs	0	0			400,000
Changes in assets and liabilities:					
Increase /(Decrease) in accrued expenses payable	9,400	93,852	139,874	175,844	430,590
Increase in accounts payable	0	(35,530)	53,370	(11,059)	105,625
Increase in payroll and related taxes payable	103,750	1,594	238,692	41,902	359,592
(Increase) / Decrease in accounts receivable	13,784	99,158	(18,301)	89,888	(44,170)
(Increase) / Decrease in Prepaid Expenses			-		0
(Increase) / Decrease in inventory	6,893	18,010	184,966	(160,201)	(122,936)
Increase / (Decrease) in inventory financing payable	-	-	-	-	0
Net cash provided by (used for) operating activities	<u>(86,698)</u>	<u>(178,013)</u>	<u>(295,674)</u>	<u>(643,781)</u>	<u>(1,503,115)</u>
Cash flows provided by (used for) investing activities:					
Organization Costs	-	-	-	-	0
Purchase of fixed assets	<u>0</u>	<u>(3,806)</u>	<u>(12,252)</u>	<u>(12,464)</u>	<u>(56,716)</u>
Cash provided by (used for) investing activities	0	(3,806)	(12,252)	(12,464)	(56,716)
Cash flows provided by (used for) financing activities:					
Loan repayments	-		(720,000)	(10,000)	(792,000)
Proceeds from advances from Related Parties	24,089	170,335	189,024	478,207	898,039
Proceeds from issuance of loans payable	63,000	0	83,000	185,500	503,500
Stock Issued for conversion of Debt	0		750,925	60,000	810,926
Sale of common stock	-	-	-		123,969
Redemption of Capital Stock (SoySlim)	-	-	-	(50,000)	(50,000)
Capital Contributions	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>68,803</u>
Cash provided by (used for) financing activities	<u>87,089</u>	<u>170,335</u>	<u>302,949</u>	<u>663,707</u>	<u>1,563,237</u>
Net Change in Cash	391	(11,484)	(4,977)	7,462	3,406
Beginning Cash	<u>3,015</u>	<u>19,867</u>	<u>8,383</u>	<u>921</u>	
Ending Cash	<u>\$ 3,406</u>	<u>\$ 8,383</u>	<u>\$ 3,406</u>	<u>\$ 8,383</u>	<u>\$ 3,406</u>

The accompanying notes are an integral part of these statements.

**FRESH HARVEST PRODUCTS, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
October 31, 2008

**NOTE 1. GENERAL ORGANIZATION AND BUSINESS**

Serino 1, Corp., (the “Company” or “Serino”), a non- operating public company, was incorporated on April 21, 2005 in the State of New Jersey.

On December 16, 2005, Serino entered into an agreement and plan of merger (the “Agreement”) with Fresh Harvest Products, Inc. (“FHP”), which was incorporated on November 26, 2003 in the State of New York, and Certain Shareholders of FHP. FHP is a small company which markets and distributes a line of organic food products. Pursuant to the Agreement, Serino acquired 100% of the outstanding capital stock of FHP. In connection with the merger, Serino changed its name to Fresh Harvest Products, Inc. Under the terms of the Agreement, the stockholders of FHP exchanged all of their issued and outstanding shares of common stock for 383,628 shares of Serino common stock (the “Exchange”). Concurrent with the Exchange the principal and founding shareholder of Serino retired all of its founding shares in exchange for 165,532 new shares of FHP. The 383,628 shares of common stock issued to the FHP stockholders represents approximately 70.00% of the ownership interests in Serino. FHP had no outstanding options or warrants immediately prior to the merger. The Exchange, which resulted in the stockholders of FHP having control of Serino, represents a recapitalization of Serino, or a “reverse merger” rather than a business combination. In connection therewith, Serino’s historic capital accounts were retroactively adjusted to reflect the equivalent number of shares issued by Serino in the Exchange while FHP’s historical accumulated deficit was carried forward and the statement of operations reflects the activities of FHP from the commencement of its operations on November 26, 2003.

In connection with the Agreement, FHP executed a note payable to Serino’s shareholder over a two (2) year period in the amount of \$400,000 for the acquisition. The note bears interest at 3%, accrued quarterly, and provides for standard anti-dilution provisions. The agreement also provides for the reduction of this shareholders interest from 30% to 20% upon repayment of the note, as well as an increase in ownership to majority control if it is not repaid within two (2) years.

FHP’s primary efforts have been devoted to developing its line of organic food products and raising capital. The Company has limited capital resources and has experienced net losses and negative cash flows from operations since inception and expects these conditions to continue for the foreseeable future. As of October 31, 2008, the Company had approximately \$3,406 in cash. Management believes that cash on hand as of October 31, 2008 is not sufficient to fund operations through October 31, 2009. The Company will be required to raise additional funds to meet its short and long-term planned goals. There can be no assurance that such funds, if available at all, can be obtained on terms reasonable to the Company.

The 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 limited revenue and without realization of additional capital, it would be unlikely for the Company to continue as a going concern.

The Company believes that to continue in existence it has to increase its revenues, and has received loans to purchase inventory. The Company will also be seeking additional capital in the form of loans (both short and long term) to provide capital for expansion, new product development, inventory, and advertising and marketing.

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

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States. Our significant accounting policies are described in Note 2 to the consolidated financial statements. The policies below have been identified as the critical accounting policies we use which require us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and amounts of income and expenses during the reporting periods presented. We believe in the quality and reasonableness of our critical accounting policies; however, it is possible that materially different amounts would be reported under different conditions or using assumptions different from those that we have consistently applied. Our critical accounting policies are as follows, including our methodology for estimates made and assumptions used:

**FRESH HARVEST PRODUCTS, INC.**  
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Revenue Recognition and Sales Incentives

Sales are recognized when the earnings process is complete, which occurs when products are shipped in accordance with terms of agreements, title and risk of loss transfer to customers, collection is probable and pricing is fixed or determinable. Sales are reported net of sales incentives, which include trade discounts and promotions and certain coupon costs. Shipping and handling costs billed to customers are included in reported sales. Allowances for cash discounts are recorded in the period in which the related sale is recognized.

Valuation of Accounts and Chargebacks Receivable

We perform ongoing credit evaluations on existing and new customers daily. When it is determined that an amount included in accounts receivable is uncollectable it is written off as uncollectable. Credit losses have been within our expectations. We believe we do not have credit exposure at this time. There can be no assurance that we would have the same experience with our receivables during different economic conditions, or with changes in business conditions, such as consolidation within the food industry and/or a change in the way we market and sell our products.

Inventory

Our inventory is valued at the lower of actual cost or market, utilizing the first-in, first-out method. We provide write-downs for finished goods expected to become non-saleable due to age and specifically identify and provide for slow moving products and packaging.

Property and Equipment

Our property and equipment is carried at cost and depreciated or amortized on a straight-line basis over their estimated useful life. We believe the asset lives assigned to our property and equipment are within the ranges/guidelines generally used in food manufacturing and distribution businesses. Our property and their related assets, are periodically reviewed to determine if any impairment exists. At this time, we believe no impairment exists on the carrying value of such assets. Ordinary repairs and maintenance are expensed as incurred.

Accounting Basis

The basis is United States generally accepted accounting principles. Effective December 16, 2005, the Company declared a 1 for 30 reverse split of its common shares. Such split has been retroactively affected in all periods presented.

Earnings per Share

The basic earnings (loss) per share is defined as the amount of earnings for the period available to each share of common stock outstanding during the reporting period. The diluted earnings per shares is the amount of earnings for the period available to each share of common stock outstanding during the reporting period and to each share that would have been outstanding assuming the issuance of common shares for all dilutive potential common shares outstanding during the reporting period. The weighted average number of common shares outstanding is the number of shares determined by (a) the portion of time within a reporting period that common shares have been outstanding to (b) the total time in that period. In computing diluted EPS, equivalent common shares are considered for all dilutive potential common shares.

The Company has not issued any options or warrants or similar securities since inception. Potentially dilutive common shares of approximately 775,000 related to convertible loans were not included in the calculation for any periods presented as they are anti-dilutive.

Common shares and common share equivalents of 15,840,173, issued by the Company at prices below the offering price during the twelve-month period prior to the proposed offering date have been included in the calculation of common share and common share equivalents as if they were outstanding for all periods presented

Dividends

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

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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. Advertising for the year ended October 31, 2008 was \$9,042 compared to \$38,425.31 for the year ended October 31, 2007.

General and Administrative Expenses

General and administrative expenses include costs associated with developing the Company's line of products, such as designs, packaging and selling, as well as other administrative expenses such as telephone, legal fees, travel and the like.

Depreciation of Equipment

Equipment is being depreciated on a straight-line basis over the useful life of the equipment.

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. ADVANCES FROM RELATED PARTIES**

This amount represents net advances made by related parties to the Company. On February 11, 2008 the Company memorialized \$692,028 of advances made from a related party, Arthur Friedman, through October 31, 2007 and gave such advances interest at 4% per annum and convertible at the Lenders discretion at \$0.05 per share. On February 14, 2008 \$250,000 of these advances were converted into Restricted Common Shares. The remaining \$442,028 of advances are convertible into 8,840,560 Restricted Common Shares.



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**NOTE 4. LOANS PAYABLE**

Loans payable consist of the following:

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Convertible loans bearing interest at a rate of 10% and due at various dates between November 2006 and April 2007. The notes are convertible into common shares at any time between the date of issue of the notes and their due dates at a conversion rate of \$0.50 per share for a total of 200,000 shares. The Company is currently negotiating extensions of these loans.	\$90,000
Convertible loan bearing interest at a rate of 12% and due September 2008. The loan is convertible into common shares at any time at a conversion rate of \$2.00 per share for a total of 50,000 shares.	100,000
Convertible loan bearing interest at a rate of 10% and due November 30, 2008. The loan is convertible into common shares at any time at a conversion rate of \$0.85 per share, for a total of 58,823 shares.	50,000
Convertible loan bearing interest at a rate of 10% and due December 23, 2008. The loan is convertible into common shares at any time at a conversion rate of \$0.95 per share, for a total of 18,948 shares.	18,000
Convertible note bearing interest at a rate of 10% and due February 2009. The note is convertible into common shares at any time at the option of the lender or the Company at a \$0.50 per share or a 35% discount of the market price of the Company's common shares.	15,000
Convertible note bearing interest at a rate of 12% and due February 2009. The note is convertible into common shares at any time at the option of the lender or the Company at a \$0.50 per share or a 35% discount of the market price of the Company's common shares.	30,000
Convertible notes bearing interest at a rate of 10% and due April 2009. The note is convertible into common shares at any time at the option of the lender or the Company at \$0.45 per share or a 35% discount of the market price of the Company's common shares.	35,000
Convertible notes bearing interest at a rate of 10% and due June 2009. The note is convertible into common shares at any time at the option of the lender or the Company at \$0.50 per share or a 25% discount of the market price of the Company's common shares.	15,000
Non-Convertible Short Term Loan bearing an interest rate of 12% due January 2009.	63,000
<b>Total:</b>	<b>\$416,000</b>

The conversion of debt to equity through the issuance of common shares is intended to be treated as a decrease in either current or long term liabilities in the amount of the loan plus accrued interest, and an increase in Common Stock and Paid in Capital..

**NOTE 5. STOCKHOLDERS' EQUITY**

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

In August 2008 the Company issued 265,000 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 \$19,500.

In June 2008 the Company issued 3,800,000 shares of its par value common stock for investors in the Company. 300,000 of these shares were issued pursuant to an exemption from registration provided under Section 4(2) of the Securities Act of 1933 and 3,500,000 of these shares were issued under a registration statement on Form S-8. The total value of these 3,800,000 shares, as determined by the Company, was \$152,000

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In February 2008 the Company issued 18,963,887 shares of its par value common stock for creditors that converted their loans to equity 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 \$759,258.

In November 2007 the Company issued 2,553,832 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 \$255,128.

In July 2007 the Company issued 1,142,601 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 \$168,204.

In June 2007 the Company issued 697,330 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 \$76,636.

In January 2007 the Company issued 806,500 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 \$80,650.

In December 2006 the Company issued 8,300 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 \$830.

In December 2006 the Company retired 1,000,000 shares from SoySlim, Inc. The deal was declared null and void by both parties.

In November 2006 the Company issued 32,835 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 \$3,283.50.

**NOTE 6. 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 7. 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.

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**NOTE 8. REVENUE AND EXPENSES**

The Company currently has limited operations and revenue.

Accounts Receivable

Accounts Receivable is \$44,170 and represents current amounts collectable.

**NOTE 9. OPERATING LEASES AND OTHER COMMITMENTS:**

The Company has no lease obligations.

**NOTE 10. 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 July 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.

**Comparative figures**

Certain comparative figures have been adjusted to conform to the current year's presentation.

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**Recent accounting pronouncements**

In May 2008, the FASB issued SFAS No. 162, *"The Hierarchy of Generally Accepted Accounting Principles"* ("SFAS 162"). SFAS No. 162 is intended to improve financial reporting by identifying a consistent framework, or hierarchy, for selecting accounting principles to be used in preparing financial statements that are presented in conformity with U.S. Generally Accepted Accounting Principles ("GAAP") for nongovernmental entities. Prior to the issuance of SFAS 162, GAAP hierarchy was defined in the American Institute of Certified Public Accountants ("AICPA") Statement on Auditing Standards No. 69, *"The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles"* ("SAS 69"). SAS 69 has been criticized because it is directed to the auditor rather than the entity. SFAS 162 addresses these issues by establishing that the GAAP hierarchy should be directed to entities because it is the entity, not its auditor, that is responsible for selecting accounting principles for financial statements that are presented in conformity with GAAP. SFAS 162 is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board Auditing amendments to AU Section 411, *"The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles"*. The Company does not expect SFAS 162 to have a material effect on its financial statements.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), *"Business Combinations"* ("SFAS No. 141(R)"). SFAS No. 141(R) establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any noncontrolling interest in the acquiree and the goodwill acquired. SFAS No. 141(R) also establishes disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. SFAS No. 141(R) is effective for fiscal years beginning after 15 December 2008. The Company is currently evaluating the potential impact, if any, of the adoption of SFAS No. 141(R) on its results of operation and financial condition.

In December 2007, the FASB issued SFAS No. 160, *"Noncontrolling Interests in Consolidated Financial Statements – an amendment of Accounting Research Bulletin No. 51"* ("SFAS 160"). SFAS 160 establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable and to the noncontrolling interest, changes in a parent's ownership interest, and the valuation of retained noncontrolling equity investments when a subsidiary is deconsolidated. SFAS 160 also establishes disclosure requirements that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. SFAS 160 is effective for fiscal years beginning after 15 December 2008. The adoption of SFAS 160 is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

In February 2007, the FASB issued SFAS No. 159, *"The Fair Value Option for Financial Assets and Financial Liabilities"* ("SFAS 159"). SFAS 159 allows the company to choose to measure many financial assets and financial liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. SFAS 159 is effective for fiscal years beginning after 15 November 2007. The adoption of SFAS 159 is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

In September 2006, the FASB issued SFAS No. 157, *"Fair Value Measurement"* ("SFAS 157"). The Statement provides guidance for using fair value to measure assets and liabilities. The Statement also expands disclosures about the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value, and the effect of fair value measurement on earnings. This Statement applies under other accounting pronouncements that require or permit fair value measurements. This Statement does not expand the use of fair value measurements in any new circumstances. Under this Statement, fair value refers to the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the market in which the entity transacts. SFAS 157 is effective for fiscal years beginning after 15 November 2007. The adoption of SFAS 157 is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

## **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

We have had no changes in or disagreements with our accounting firm on any accounting and/or financial disclosures since inception.

### **ITEM 9A. CONTROLS AND PROCEDURES**

#### *Disclosure Controls*

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including the chief executive officer and chief financial officer (whose is the same person), of the effectiveness of our disclosure controls and procedures as defined in Exchange Act Rule 13a-15(e). In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Based on that evaluation, our chief executive officer/chief financial officer concluded that our disclosure controls and procedures were effective as of the end of the year to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Securities Exchange Act of 1934, as amended, is accurately recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

In order to ensure that the information that must be disclosed in filings with the Securities and Exchange Commission is recorded, processed, summarized and reported in a timely manner, the Company has disclosure controls and procedures in place. Our officers and Directors have reviewed and evaluated our disclosure controls and procedures as of October 31, 2008 and have concluded that such controls and procedures are effective. There have been no changes in internal control over financial reporting that have materially affected or are reasonably likely to materially affect such controls, during the fiscal year ended October 31, 2008.

#### *Internal Controls*

In connection with the effectiveness of our Registration Statement on Form 10-SB, we first became subject to the reporting obligations of Section 13 of the Exchange Act in July 2005, and we became an active company (changing our status as a “blank check” company) in December 2005. Accordingly, since that time, we have adopted and implemented various measures in order to improve control processes and corporate governance. As a non-reporting company prior to July 2005, we were not required to adopt the types of internal control procedures that a reporting, active public company must adopt and maintain. Accordingly, since that time, we have taken steps to enhance existing policies, or implement new ones, so as to have an effective system of internal controls over financial reporting. These measures, which either have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting, include the development of policies and procedures and the educating of employees on existing policies and procedures in an effort to continuously improve our overall control environment. Except for the improvements described above, there have been no other changes in the internal control over financial reporting during the quarter covered by this report that have materially affected, or are reasonably likely to materially affect, internal controls over financial reporting.

We do not expect that disclosure controls or internal controls over financial reporting will prevent all errors or all instances of fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system’s objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within its company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and any design may not succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the

degree of compliance with policies or procedures. Because of the inherent limitation of a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

## **ITEM 9B. OTHER INFORMATION**

During 2008, the Internal Revenue Service and New York State put tax liens in the total amount of approximately \$210,444.29 on the Company. The taxes owed are primarily for payroll taxes. The Company has negotiated a payment plan with the Internal Revenue Service, which is expected to begin March 1, 2009 and we are negotiating with New York State for a payment plan.

## **PART III**

### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

(A) All of our current executive officers and directors were appointed in connection with the acquisition of Fresh Harvest Products, Inc. which was incorporated in the State of New York. Our original director of Serino 1, Vincent Verdiramo, resigned as a condition of the acquisition. Our current directors will serve until his or her successor is qualified and elected. Thereafter, directors who are elected by the stockholders are elected to a term of one year and serve until his or her successor is elected and qualified. Any officer that is appointed by our directors is appointed for a term of one year and serves until his or her successor is duly appointed and qualified, or until removed from office. Our board of directors has no nominating, auditing or compensation committees as of this date.

In addition to our executive officers and directors, we have a number of administrative (non-executive) officers as members to our Board of Advisors whose backgrounds are listed below.

The names, addresses, ages and positions of our executive officers and directors are set forth below:

<b>NAME AND ADDRESS</b>	<b>AGE</b>	<b>POSITIONS</b>
Michael Jordan Friedman 280 Madison Avenue, Ste 1005 New York, New York 10016	31	President, CEO, CFO and Chairman of the Board
Dominick M. Cingari* 280 Madison Avenue, Ste 1005 New York, New York 10016	34	Director and Chief Operating Officer*
Richard J. Verdiramo 3163 Kennedy Boulevard Jersey City New Jersey 0730	44	Director
Jay Odintz 280 Madison Avenue, Ste 1005 New York, New York 10016	48	Director

\*As of January 2, 2009 Mr. Dominick Cingari resigned from his position as Chief Operating Officer of the Company and will remain as a Board of Director Member.

#### **Backgrounds of our executive officers and directors**

*Michael Jordan Friedman, L.L.M., J.D.* President, Chief Executive Officer, Chief Financial Officer and Chairman of the Board. Mr. Friedman was appointed to these positions in connection with the acquisition on December 16, 2005. He previously held that position with Fresh Harvest Products, Inc. (New York) from November 26, 2003 until the acquisition. Mr. Friedman earned a Masters of Law in Taxation, May 2005, and is a graduate of New York Law School, May 2003. Mr. Friedman acquired the Series 7 and 63 securities brokerage licenses at the age of nineteen (1996), and worked in corporate finance, and then investment banking as a financial advisor/stock broker until 1997. Mr. Friedman consulted in the food industry as a partner of The Willis Group, Inc. from March 2001 to May 2004, working with

rapidly growing companies helping plan their expansion into existing and new markets. He is an advisor and on the Board of Directors of Talk Entertainment, Inc., a privately held multi-media company since 2003.

*Dominick M. Cingari – Chief Operating Officer and Director.* Mr. Cingari was appointed to these positions in connection with the acquisition on December 16, 2005. He grew up in his family's retail food business (which, since 1990, has been the ownership and operation of eight Grade A ShopRite supermarkets in the New York Metropolitan area) and from the age of 4 (1978) was working in their stores initially stocking shelves and later earning the basics of the business by working with suppliers, food brokers and distributors, including working with those companies on promotions and product displays. After graduating with a degree in food marketing from St. Joseph's University in May 2000, Mr. Cingari worked for Poland's Best, an importer and distributor of gourmet/ethnic food products selling to supermarket chains from July 2000 to February 2005. Mr. Cingari, in May 2001 became self employed in his own import, sales and distribution business that imported food products from around the world, including: Italy, Poland, Greece and Hungary. In the operation of this business, he dealt with farmers, foreign and American shipping and freighter companies, label and graphic designers, American warehouses and retailers Mr. Cingari frequently traveled to Europe and has helped develop food products step by step from the farm to the supermarket shelves. In addition, prior to joining Fresh Harvest Food Products, Inc. in 2005, Mr. Cingari privately consulted with food companies on product development, brand extensions and brand development, marketing, and business development from 2001 through 2005. On January 2, 2009, Mr. Cingari resigned as Chief Operating Officer of Fresh Harvest, but he remains as a Board of Director Member.

*Richard J. Verdiramo – Director.* Mr. Verdiramo was appointed to this position in connection with the acquisition on December 16, 2005. He has been the President and director of SoySlim, Inc. a marketer of fortified soy health drinks since April 2001. On February 1, 2006, SoySlim, Inc. granted our company an exclusive marketing and distribution license in connection with its soy based products in consideration of 1,000,000 shares of our common stock. Effective December 26, 2006, by mutual agreement, the arrangement was voided, including the issuance of our common stock as consideration. We did not effect any sales of SoySlim products pursuant to this arrangement prior to its termination. See Exhibit 99.3 attached hereto which is incorporated by reference herein. Since December 2005, he has been President and director of General Metals Corporation, a company that is actively seeking acquisition candidates in the Mining and Exploration sector. He has been serving since January 2002 as Vice President of Best Health, Inc. a company that develops, acquires and markets medical products, particularly in the ocular health consumer products market. He was also the President of General Metals' predecessor company, RECOV Energy, Corp. February 2005 – December 2005, a company that was actively seeking a merger candidate in the energy reclamation field and of Interactive Multimedia Network, Inc. from March of 1998 through its name to RECOV. Interactive Multimedia Network, Inc. provided internet and traditional marketing services to corporations nationally. Mr. Verdiramo has extensive experience in the marketing of consumer products and brand development. He graduated from Providence College in 1986.

*Jay Odintz, C.P.A. – Director.* Mr. Odintz was appointed to this position in connection with the acquisition on December 16, 2005. He is licensed as a CPA and CFP (Certified Financial Planner) since 1983 and 1986, respectively. Since 1983, he has been an associate with Arthur Friedman CPA, a CPA firm located in New York since 1970. His specializations include: tax strategies for wealthy individuals and business entities, financial reporting, real estate management, hedge fund and commodity partnership accounting and asset management. Mr. Odintz graduated in 1981 from Queens College in New York with a B.A. in accounting.

## **(B) OTHER OFFICERS AND SIGNIFICANT EMPLOYEES**

### **Administrative (non-executive) officers and their backgrounds**

*Arthur E. Anderson III – Managing Director – Age 52.* Mr. Anderson has over thirty years in the food industry, most recently as President of a major branded sales and marketing company selling premium, upscale, imported brands to every distribution channel in the food industry; retail grocery, food service, health/natural foods, gift packers, convenience stores, and mass merchandiser outlets. Mr. Anderson took over the company in 1996, with the sale of Shaffer Clarke, and began adjusting the Brand portfolio and product mix, re-built the organization, re-adjusted MIS support, building profitable sales to strong double-digit volume growth while upgrading 65% of Brands to 'All Natural' positioning. Previously, Mr. Anderson was National Director of Sales for Shaffer Clarke, a wholly owned subsidiary of United Biscuits (UK). Mr. Anderson was directly responsible for the major growth of Carr's Crackers, the leading cracker in the Specialty Food distribution channel, as well as other major brands like Bonne Maman preserves and KAME Asian foods. Mr. Anderson joined Shaffer Clarke in 1990. Mr. Anderson began his career in sales with Unilever in NYC directly out of college. After several promotions, The Foods Division of Coca Cola, hired him as Broker Sales Manager in the Southeast.

He became the Corporate Staff Manager for Sales Force Development, and was soon promoted to Mid-West Region Manager in Denver. Upon leaving Coca Cola Foods, he went to BSN starting as NY Branch Manager for Dannon Yogurt, progressing to Area Manager responsible for Central US Markets located in Chicago, and on to National Director of Sales in Connecticut responsible for the launch and development of Evian Water Brand in US. Mr. Anderson earned a B.S. Degree from Furman University in 1978, where he participated on Furman's 1974 Southern Conference Football Championship Team.

*Michael J. Scagliarini – Vice President of Sales - Age 47.* Mr. Scagliarini spent over 24 years working in the corporate beverage world for Coca-Cola in both The Coca-Cola Bottling Company of New York, Inc. and Coca-Cola Enterprises, Inc. Going straight from college to Coca-Cola Bottling and later moving upward to Coca-Cola Enterprises, Mr. Scagliarini held various leadership positions in sales, marketing and operations. Mr. Scagliarini managed a team of 50+ employees in Sales Operations servicing customers in all business channels and was responsible for Key Accounts for major supermarkets in Connecticut and Massachusetts, with over \$65MM in annual sales, while increasing in Market Share by 17% in 3 years. In addition, Mr. Scagliarini is a certified instructor for Management Essentials training program(s) where he taught managerial and selling skills to hundreds of managers. Mr. Scagliarini is an active member of the Connecticut Food Association. He volunteers his time to support a number of organizations including: The American Lung Association and The Juvenile Diabetes Research Foundation and he is a member of The Connecticut Audubon Society and Defenders of Wildlife. Mr. Scagliarini volunteers his time coaching youth soccer and baseball and is very active in his local community. Mr. Scagliarini enjoys spending time outdoors with his family, including: fishing (catch & release), golf, hiking, and swimming. He also enjoys cooking organic gourmet meals for his family and friends. Mr. Scagliarini resides with his wife and three children in Milford, CT. Mr. Scagliarini received his Bachelors degree with honors in Marketing and Management from Franklin Pierce College, Rindge, NH.

*Roman Mayer – Creative Designer – Age 69.* Mr. Mayer has more than 40 years experience in branding, brand positioning, packaging, corporate identity, advertising and marketing in all media, with a focus on food and beverage manufacturers and retailers. Since 1990, when he founded his own graphic design company, RM Associates, Inc. in Stamford CT., Mr. Mayer has been the principal of this firm working in the areas of graphic label development, website design, advertising, and the production of sales, marketing and promotional materials for client companies. RM Associates, Inc.'s clients include The Great Atlantic & Pacific Tea Company (A&P); Price Chopper Supermarkets, and Win-Dixie Stores, Inc. In the past, he has also produced programs for: Shop-Rite Supermarkets, Pathmark Supermarkets, Pueblo Supermarkets, Lender's Bagels, Hillshire Farm Smoked Sausage, and Dewar's White Label Scotch Whiskey.

#### **Board of Advisors and their backgrounds**

*Lawrence J. Kremer – Age 58.* Mr. Kremer began his 40 year career in the retail food business at Publix Supermarkets. As a Corporate Category Director for Publix Supermarkets (from 1991 through 2004), Mr. Kremer was responsible for developing over \$750 million in corporate sales within the pet food and paper categories, two of the top ten categories within the company. He was responsible for developing market analysis and tracking methods to identify business opportunities, and provided Public top management with strategies to grow additional categories within the store. Mr. Kremer worked through the ranks as Stock Clerk, Store Manager, Buyer, and Category Director for all (780) stores in the organization as well as overseeing the procurement of seven warehouses. Since 2004, Mr. Kremer has retired from full time business activities.

*Salvatore J. Cingari – Age – 62.* Since 1990, Mr. Cingari has owned and operated eight Grade A ShopRite supermarkets. Mr. Cingari has been in the retail supermarket business for over 40 years and grew his business from several small stores to eight stores with revenues in excess of \$250 million dollars. Mr. Cingari has hands on experience in all facets of the food retailing business.

*Harry Topalian – Age 74.* Mr. Topalian is the holder of twelve patents and numerous inventions. In Mr. Topalian's 37 year career at General Foods he is credited with the development of the enormously successful lines of Stove Top Stuffing, Jell-O 1-2-3 and Oven Fry. Since 1998, Mr. Topalian is the founder and principal of The Topalian Group, a food product quality and standards consulting firm that provides such services as product development consulting and quality control and laboratory testing.

*Joseph Ackilli – Age 70.* Mr. Ackilli holds a Master of Science Degree from Stevens Institute of Technology with emphasis on Physical and Organic Chemistry. He has 31 years experience at General Foods and Kraft Corp. as Associate Director of product development. Mr. Ackilli's major accomplishments include: development and implementation of Crystal Light Beverages which has generated \$700 million in profits. He was a key member of acquisition team for Capri



Sun Beverages. He developed frozen bread dough technology which led to successful introduction of DeGiorno frozen pizza. He was involved in the development of a line of natural soy products. Since 2001, Mr. Ackilli has worked with Mr. Topalian at The Topalian Group, a food product quality and standards consulting firm.

*Anthony Buono - Age – 59.* Mr. Buono has been in the consumer packaged goods industry for over 30 years. Mr. Buono is a Former Vice President of Sales of Pillsbury; a Former Senior Vice President of Hartz Mountain and is currently a Vice President of Marketing & Sales Premio Foods, one of the largest manufacturers of sausages in the United States. Mr. Buono is very seasoned in the sales and growth stages of a company and has extensive contacts in the retail and institutional food market.

We have no other executive officers or significant employees.

#### (C) FAMILY RELATIONSHIPS

None.

#### (D) INVOLVEMENT IN CERTAIN LEGAL PROCEEDINGS

To the knowledge of the Company, none of its officers or directors has been personally involved in any bankruptcy or insolvency proceedings within the last five years. Similarly, to the knowledge of the Company, none of the directors or officers, within the last five years, have been convicted in any criminal proceedings (excluding traffic violations and other minor offenses) or are the subject of a criminal proceeding which is presently pending, nor have such persons been the subject of any order, judgment, or decree of any court of competent jurisdiction, permanently or temporarily enjoining them from acting as an investment advisor, underwriter, broker or dealer in securities, or as an affiliated person, director or insurance company, or from engaging in or continuing in any conduct or practice in connection with any such activity or in connection with the purchase or sale of any security, nor were any of such persons the subject of a federal or state authority barring or suspending, for more than 60 days, the right of such person to be engaged in any such activity, which order has not been reversed or suspended.

#### (E) AUDIT COMMITTEE FINANCIAL EXPERT

The Company does not have an audit committee financial expert; as such term is defined in Item 401(e) of Regulation S-B, serving on its audit committee because it has no audit committee and is not required to have an audit committee because our common stock trades on the OTC:BB and is not a listed security.

#### (F) COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT

Section 16(a) of the Exchange Act requires the Company's directors, executive officers, and persons who beneficially own more than ten percent of a registered class of the Company's equity securities to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company for the period covered by the Report. Specifically, for the year ending October 31, 2008, our officers, directors, and greater than ten percent beneficial shareholders were required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. To the best of the Company's knowledge based solely on a review of Forms 3, 4, and 5 (and any amendments thereof) received by the Company, for the year ending October 31, 2008, each of the Company's directors, executive officers, and persons who beneficially own more than ten percent of a registered class of the Company's equity securities as made the required filings, except as follows: Michael Jordan Friedman (Officer, Director and a greater than ten percent beneficial shareholder) has not filed his Form 4; Dominick Cingari (Director) filed his Form 4 late; Marcia Roberts (a greater than ten percent beneficial shareholder) filed her Form 4 late; and Illuminate, Inc. (a greater than ten percent beneficial shareholder) has not filed its Form 4. In addition, since the fiscal year ending October 31, 2008, Directors Jay Odintz and Richard Verdiramo each have failed to file the required Form 3. Each director has been advised to address this oversight.

#### (G) CODE OF ETHICS

We have adopted a code of ethics that applies to all of our executive officers and employees. See Exhibit 14 to our Registration Statement on Form SB-2 posted on May 12, 2006– Code of Ethics, for more information. Also, we posted our

code of ethics on our website at [www.freshharvestproducts.com/CODEOFETHICS.pdf](http://www.freshharvestproducts.com/CODEOFETHICS.pdf). We will undertake to provide any person with a copy of our Code of Ethics free of charge upon written request. We believe that our code of ethics is reasonably designed to deter wrongdoing and promote honest and ethical conduct; provide full, fair, accurate, timely and understandable disclosure in public reports; comply with applicable laws; ensure prompt internal reporting of code violations; and provide accountability for adherence to the code. However, since we currently have only two officers and four directors, it will be difficult to have an independent person act as a code of ethics compliance officer to oversee compliance with the Code of Ethics. As a result, our management may have an inherent conflict of interest in enforcing our Code of Ethics.

### **Corporate Governance and Public Information**

The Company has adopted common corporate governance practices and intends to fully adhere to the mandates of Sarbanes-Oxley regarding its responsibilities as a public company. Our Board of Directors currently consists of four directors, we do not yet have Audit, Executive Compensation and/or Nominating and Corporate Governance committees. Our Board currently approves all services to be provided by the Company's independent registered public accounting firm and its affiliates

#### **(H) INDEPENDENT DIRECTORS**

We consider one of our four directors (Jay Odintz) to be independent.

#### **(I) CONFLICTS OF INTEREST**

Our executive and administrative officer, including our Chief Executive Officer/Chief Financial Officer, Michael Jordan Friedman, reserves the right to devote some time to other business endeavors.

Regarding a possible conflict of interest we may have complying with our Code of Ethics, see the "Code of Ethics", above.

### **ITEM 11. EXECUTIVE COMPENSATION**

There are currently no plans to compensate our officers and directors until we commence operations and become profitable. We do, however, reimburse our officers and directors for any out-of-pocket expenses incurred on our behalf. We do not have employment agreements or key-man life insurance. We have not issued any stock options, restricted stock or other bonuses to our sole officer and director since inception. As a result, the compensation tables required to be included herein have been omitted.

The following summary compensation tables set forth information concerning the annual and long-term compensation for services in all capacities to the Company for the years ended October 31, 2008 and 2007, of those persons who were, at October 31, 2008 (i) the president, chief executive officer and chief financial officer (Michael J. Friedman) and (ii) the other most highly compensated executive officers of the Company, whose annual base salary and bonus compensation was in excess of \$100,000 (Dominick Cingari – Chief Operating Officer):

### SUMMARY COMPENSATION TABLE

Name and Principal position (a)	Year (b)	Salary (\$)(c)	Bonus (\$)(d)	Stock Awards (\$)(e)	Option Awards Vested (\$)(f)	Non-Equity Incentive Plan Compensation (\$)(g)	Nonqualified Deferred Compensation Earnings (\$)(h)	All Other Compensation (\$)(i)	Total (\$)(j)
Michael J. Friedman, President, CFO and CEO	2008	20,900 (1)	0	55,000 (3)	0	0	0	5,730 (2)	81,630
	2007	6,800 (1)	0	0	0	0	0	5,730 (2)	12,530
Dominick Cingari, COO*	2008	132,000	0	30,000 (4)	0	0	0	9,437 (2)	171,347
	2007	132,000	0	5,000	0	0	0	5,730 (2)	142,730

(1) Mr. Friedman has not accrued any of his annual salary to date.

(2) Medical insurance payments made on behalf of these employees.

(3) 550,000 shares of our issued as additional compensation to this officer.

(4) 300,000 shares of our issued as additional compensation to this officer.

\*On January 2, 2009 Dominick Cingari Resigned as Chief Operating Officer of the Company, and will remain as a Board of Director Member.

### Stock Option and Equity Compensation Plans

The Company does not have any stock option or equity plans currently in place.

### Employees and Employment Agreements

Currently, we have no employees except for our current executive officers (two), one full time sales associate and administrative (two) officers. As needed, we intend to hire third party independent contractors to provide services to us including such functions as: marketing, advertising and sales.

Our two executive officers, Michael Jordan Friedman (President and Chief Financial Officer) and Dominick M. Cingari (Chief Operating Officer) have entered into employment agreement as summarized below. The employment of our two administrative (non-executive officers) is currently not covered by written employment agreements.

Mr. Friedman's employment as our president is governed by a November 1, 2005, five year employment agreement that provides for a monthly salary of \$10,000 along with certain equity incentives. The monthly salary is to increase to \$12,000 upon the completion of adequate financing to allow the payment of such compensation. Currently, Mr. Friedman is not being paid under this agreement and will not be paid until and only if we have sufficient working capital to permit payment of his salary. At this time, we believe that Mr. Friedman will waive any salary payments that have not been paid. However, we cannot be certain that that will be the case. If and when we have the financial resources to do so, Mr. Friedman shall also receive fringe benefits in like kind and quality as our other executives. To date, we have not instituted any benefit plan among our employees. A copy of his employment agreement is attached as an exhibit to our Form 8-K filing made with the SEC on January 27, 2006, and incorporated by reference herein. Mr. Friedman has not accrued salary during 2008. Mr. Friedman will be converting some salary in 2009 to Restricted Common Shares.

Mr. Cingari's employment as our chief operating officer is governed by a November 1, 2005, five year employment agreement that provides for a monthly salary of \$8,000 along with certain equity incentives including the issuance of 600,000 shares of our restricted common stock. The monthly salary is to increase to \$11,000 upon the completion of adequate financing to allow the payment of such compensation. Currently, Mr. Cingari is being paid under this agreement and will continue to be paid only if we have sufficient working capital to permit payment of his salary. If and when we have the financial resources to do so, Mr. Cingari shall also receive fringe benefits in like kind and quality as our other executives. To date, we have not instituted any benefit plan among our employees. A copy of his employment agreement is attached as an exhibit to our Form 8-K filing made with the SEC on January 27, 2006, and incorporated by reference herein. Mr.

Cingari is accruing salary that is due to him for 2008. On January 2, 2009, Mr. Cingari resigned as chief operating officer of the Company. Mr. Cingari will remain as a Board of Director Member.

Mr. Anderson's employment as our managing director is not governed by a contract. His monthly salary is \$14,583.00 upon completion of adequate financing to allow payment of such compensation, as well as certain equity incentives and health insurance and a car allowance. Currently, Mr. Anderson accrues his salary and he will continue to accrue his salary until we have sufficient working capital to permit payment of his salary. If and when we have the financial resources to do so, Mr. Anderson shall also receive fringe benefits in like kind and quality as our other executives. To date, we have not instituted any benefit plan among our employees.

Mr. Scagliarini's employment as our Vice President of Sales is governed by a February 5, 2008 employment agreement that provides for a monthly salary of \$9,000 along with certain equity incentives. The term of his agreement is 1 year. Currently, Mr. Scagliarini is accruing his salary and will continue to accrue his salary until he can be paid only if we have sufficient working capital to permit payment of his salary. If and when we have the financial resources to do so, Mr. Scagliarini shall also receive fringe benefits in like kind and quality as our other non-executive vice-presidents of sales. To date, we have not instituted any benefit plan among our employees. Mr. Cingari is accruing salary that is due to him for 2008.

Currently, there is no health insurance for the executive officers. We do not have pension, annuity, stock options, profit sharing or similar benefit plans; however, we intend to adopt plans in the future. There are presently no personal benefits available to any employees.

As previously discussed in our "Management" section, we have adopted a Code of Ethics. The Code is not intended to cover every possible situation in which an employee may find himself or herself. It is meant to give each employee the boundaries within which we expect each employee to conduct him or herself while representing our company. An employee may find himself or herself in a situation where there is no clear guidance given by the Code. If that occurs, we expect that the employee rely upon the return to the objective stated below: common sense, good judgment, high ethical standards and integrity.

### **Retirement, Resignation or Termination Plans**

We sponsor no plan, whether written or verbal, that would provide compensation or benefits of any type to an executive upon retirement, or any plan that would provide payment for retirement, resignation, or termination as a result of a change in control of our Company or as a result of a change in the responsibilities of an executive following a change in control of our Company.

### **Directors' Compensation**

Currently, we do not compensate our Directors (in any fashion including stock options or warrants or with stock awards) for their services as directors, nor do we plan to do so in the foreseeable future. We will however, reimburse our Directors for reasonable expenses they may incur in attending or participating in board meetings. To date, we have not made such reimbursements. The 650,000 shares and 400,000 shares of restricted common stock issued to Mr. Michael J. Friedman and Mr. Dominick Cingari, respectively, during fiscal year 2008 were issued to him in their capacity as officers of the Company, not as Directors.

### **Indemnification of Directors and Officers**

Currently, our certificate of incorporation and by-laws do not provide that for indemnification our directors, officers, employees and other agents. However, our board of directors can amend the by-laws, and since they own a majority of our shares outstanding, they can cause our certificate of incorporation to be amended so that we can indemnify our directors, officers, employees and other agents to the fullest extent permitted by New Jersey law; provided, that such indemnified persons acted in good faith and in a manner reasonably believed to be in our best interest, and, with respect to any criminal proceeding, had no reasonable cause to believe such conduct was unlawful. We do not currently maintain liability insurance for our officers and directors. However, we may obtain such insurance in the future.

Similarly, our certificate of incorporation does not provide for exculpability for our officers and directors from personal liability for claims of breach of duty made by our company or our shareholders. However, present board of directors because of their majority ownership of our shares, can amend our certificate of incorporation to provide that our officers

and directors will not be personally liable to us or our shareholders for damages for breach of any duty owed to us or our shareholders, except for liabilities arising from any breach of duty based upon an act or omission (i) in breach of the duty of loyalty to us, (ii) not in good faith or involving a knowing violation of law or (iii) resulting in receipt by such director or officer of an improper personal benefit.

Section 14A:3-5(2) of the New Jersey Business Corporation Act (the "Act") empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a corporate agent (i.e., a director, officer, employee or agent of the corporation or a director, officer, trustee, employee or agent of another related corporation or enterprise), against reasonable costs (including attorneys' fees), judgments, fines, penalties and amounts paid in settlement incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal proceedings, had no reasonable cause to believe that the conduct was unlawful.

Section 14A:3-5(3) of the Act empowers a corporation to indemnify a corporate agent against reasonable costs (including attorneys' fees) incurred by him or her in connection with any proceeding by or in the right of the corporation to procure a judgment in its favor which involves the corporate agent by reason of the fact that he or she is or was a corporate agent, if he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation. However, no indemnification may be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation, unless and only to the extent that the Superior Court of New Jersey or the court in which such action or suit was brought shall determine that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 14A:3-5(4) of the Act provides that to the extent that a corporate agent has been successful in the defense of any action, suit or proceeding referred to above or in the defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) incurred by him or her in connection therewith. Section 14A:3-5(8) provides that the indemnification provided for by Section 14A:3-5 shall not be deemed exclusive of any rights to which the indemnified party may be entitled, with certain exceptions. Section 14A:3-5(9) empowers a corporation to purchase and maintain insurance on behalf of a director or officer of the corporation against any liability asserted against him or expenses incurred by him or her in any such capacity or arising out of his or her status as such whether or not the corporation would have the power to indemnify him or her against such liabilities and expenses under Section 14A:3-5.

Section 14A:2-7 of the Act provides that a New Jersey corporation's certificate of incorporation may provide that a director or officer shall not be personally liable, or shall be liable only to the extent therein provided, to the corporation or its shareholders for damages for breach of any duty owed to the corporation or its shareholders, except that such provision shall not relieve a director or officer from liability for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the corporation or its shareholders, (b) not in good faith or involving a knowing violation of law or (c) resulting in receipt by such person of an improper personal benefit. As used in this subsection, an act or omission in breach of a person's duty of loyalty means an act or omission which that person knows or believes to be contrary to the best interests of the corporation or its shareholders in connection with a matter in which he has a material conflict of interest."

**Regarding indemnification for liabilities arising under the Securities Act of 1933, as amended, that may be permitted to directors or officers under New Jersey, we have been informed that, in the opinion of the Securities and Exchange Commission, indemnification is against public policy, as expressed in the Securities Act of 1933 and is, therefore, unenforceable.**

## ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth, as of the January 30, 2009, the total number of shares of common stock owned beneficially by directors and executive officers, individually, and as a group, and the present owners of 5% or more of our total outstanding shares. The stockholders listed below have direct ownership of his or her shares and possesses sole voting and dispositive power with respect to the shares. Unless otherwise indicated, the address for each shareholder below is that of the Company, i.e. 280 Madison Avenue, Suite 1005, New York, NY 10016.

<b>Title of Class</b>	<b>Name and address of beneficial owner</b>	<b>Number of shares beneficially owned (1)</b>	<b>Percent of class (2)</b>
Shares of common stock	<b>Michael Jordan Friedman</b> (3)	5,720,307	13.00%
Shares of common stock	<b>Dominick Cingari</b> (3) (7)	2,600,000	5.91%
Shares of common stock	<b>Jay Odintz</b> (4)	400,000	0.91%
Shares of common stock	<b>Richard J. Verdiramo</b> (4) (5) 3163 Kennedy Boulevard Jersey City New Jersey 0730	-0-	0.00%
Shares of common stock	<b>Marcia Roberts</b> (6)(9)	14,560,867	27.56%
Shares of common stock	<b>Illuminate, Inc.</b> (5) 3163 Kennedy Boulevard Jersey City New Jersey 0730	6,105,722	13.88%
<b>All officers and directors as a Group</b> (four) (8)		8,720,307	19.82%

- (1) The listed beneficial owner has no right to acquire any shares within 60 days of the date of this Report from options, warrants, rights, conversion privileges or similar obligations.
- (2) Based on 43,987,125 shares of common stock issued and outstanding as of January 30, 2009. This does not include the approximate 775,000 shares of common stock into which our issued and outstanding convertible promissory notes that we have issued can be converted. We cannot be assured any of these notes will be converted into common stock.
- (3) Officer and Director.
- (4) Director only.
- (5) Richard Verdiramo is the son of the principal shareholder of Illuminate, Inc., who is one of our principal shareholders. Richard Verdiramo denies any beneficial, dispositive, voting or equitable interest in the shares owned by Illuminati, Inc.
- (6) Marcia Roberts is the mother of our president and chairman of the board, Michael Jordan Friedman. She is also the wife of Arthur Friedman. Each of these parties deny beneficial, dispositive, voting or equitable interest in each others' stock.
- (7) These shares do not include 511,237 shares held by members of his family including 240,023 held by his father Salvatore J. Cingari, a member of our advisory board. Dominick Cingari denies any beneficial, dispositive, voting or equitable interest in the shares owned by his family members.
- (8) Not included in this Group are the two (non-executive) officers who together own an additional 750,781 shares of common stock and the five members of our advisory board who together own an additional 390,023 shares of common stock.
- (9) This includes \$442,028 of promissory notes which can be converted into 8,840,560 shares of common stock which can be issued upon conversion. The percentage herein is calculated on an as converted basis.

### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and executive officers, and persons who own more than ten percent of our common stock, to file with the Securities and Exchange Commission initial reports of ownership and reports of changes of ownership of our common stock. Officers, directors and greater than ten percent stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file. To the best of our knowledge, all Section 16(a) filing requirements applicable to our officers, directors and greater than ten percent beneficial owners were complied with. In making these disclosures, we have relied solely on a review of the copies of such reports furnished to us and written representations by our directors, executive officers and greater than ten percent stockholders.

## **Code of Ethics**

At this time, we have not adopted a formal Code of Ethics that applies to our Chief Financial Officer; however, we have followed an informal Code of Ethics requiring Board of Director approval of any material transaction involving our Chief Financial Officer. We believe this procedure will reasonably deter any material wrongdoing and will promote honest and ethical conduct from our executive officers.

## **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE**

This section describes the transactions we have engaged in with persons who were directors, officers or affiliates at the time of the transaction, and persons known by us to be the beneficial owners of 5% or more of our common stock for the three years ending October 31, 2008 (“Principal Shareholder”). Share issuances described below give effect to the stock splits, if any, as if they had occurred subsequent to the splits.

We were formed in New Jersey as a blank check company on April 21, 2005, under the name Serino 1, Corp. Our sole shareholder, officer and director at the time of formation was Vincent L. Verdiramo, who was issued his shares of our \$.001 par value common stock (100,000 shares) in consideration of the payment of \$100. On May 1, 2005, Vincent L. Verdiramo returned 90,000 of his shares to treasury for cancellation and possible subsequent reissuance at a future time. On December 16, 2005, we acquired Fresh Harvest Products, Inc., a New York corporation, by issuing 383,628 shares of our common stock (the “Exchange Shares”) to its 29 shareholders in exchange for their 383,628 shares of common stock (which was all of the acquired company’s then issued and outstanding shares). Included among the 29 acquired company’s shareholders who received our shares in the aforementioned exchange are the following former officers and directors of that company who became officers and/or directors of our company upon our acquisition of Fresh Harvest Products, Inc (the New York corporation):

Michael Jordan Friedman	114,000 shares
Dominick Cingari	33,333 shares
Jay Odintz	10,000 shares

In addition, Michael Jordan Friedman’s mother, Marcia Roberts, and Robert C. Willis and A. William Bodine, a former officer and director, were issued 81,667, 100,000 and 5,085 Exchange Shares, respectively, in the December 16, 2005 acquisition transaction. Ms. Roberts and her son, Mr. Friedman, deny beneficial, voting or dispositive interest in each other’s stock. Pursuant to an agreement between the parties, Mr. Bodine’s Exchange Shares of 5,085 were cancelled in connection with his resignation as an officer and director of our company.

In connection with the December 16, 2005 acquisition transaction, Vincent L. Verdiramo returned his remaining 10,000 of our common stock to us for retirement. In consideration for returning these shares, on December 16, 2005, we issued his affiliate corporation, Illuminate, Inc., 165,532 shares of our common stock. Vincent Verdiramo is the father of one our directors, Richard J. Verdiramo. Also, in connection with the December 16, 2005 acquisition, we agreed to pay Illuminate, Inc. \$400,000 in or about December 2007. Richard Verdiramo denies beneficial, voting and dispositive interest in the stock of Vincent Verdiramo and Illuminate, Inc.

Between November 2005 and March 2006, will privately sold shares of our common to 11 unaffiliated investors for a total of \$126,000.

On February 1, 2006, we issued 689,762 shares of our restricted common stock to 41 individuals (including one director and four members of our advisory board to our board of directors) for services previously rendered to Fresh Harvest Products, Inc., the New York corporation, prior to its acquisition, collectively valued at \$6,897.62.

Similarly, on February 1, 2006, we issued 8,915,425 shares of our restricted common stock to five of our officers and principal shareholders for services previously rendered to Fresh Harvest Products, Inc., the New York corporation, prior to its acquisition, collectively valued at \$89,154.25. The shares were issued as follows:

Michael Jordan Friedman	2,886,000
Dominick Cingari	966,667
Marcia Roberts	1,668,333
Illuminate, Inc.	3,104,425
William Bodine	

\* Pursuant to an agreement between the parties, these shares were cancelled in connection with his resignation as an officer and director of our company.

Also, on February 6, 2006, we issued an additional 4,214,160 shares of restricted common stock to four of our officers, directors and principal shareholders for services previously rendered to Fresh Harvest Products, Inc the New York corporation prior to its acquisition, collectively valued at \$42,141.60. The shares were issued as follows:

Michael Jordan Friedman	2,070,307
Dominick Cingari	700,000
Marcia Roberts	700,000
Illuminati International, Corp.	743,853

On the 10th of April, 2006, A. William Bodine resigned for personal reasons from his post of CFO. He exercised his contractual right to leave the corporation's employ and was granted compensation owed to him and insurance coverage for six months from the date of his resignation.

Prior to the acquisition by Serino 1, Fresh Harvest (the New York Corporation) accepted convertible loans from six individuals for an aggregate of \$100,000.00. The convertible loan notes provided for conversion of principal and interest into shares of common stock at an average rate of \$.50 per share or a 35% discount to the market price. The interest rate on the loans is 10% per annum. The convertible loan term for each is either 18 months or 24 months. We have assumed responsibility for said loans. The name of each lender and the maturity date and principal amount of each loan are as follows:

Sarah Dumbrille	November 26, 2006	\$20,000
Linda Willis	December 8, 2006	\$10,000
Richard Charles Philip Dumbrille	January 20, 2007	\$10,000
Joseph Cingari	April 1, 2007	\$15,000
Salvatore Cingari	April 1, 2007	\$30,000
Thomas Cingari	April 1, 2007	\$15,000
Barry Moskowitz	March 8, 2006	\$35,000
Hendrik Freund	September 9, 2008	\$100,000
Nancy Stetson	November 30, 2008	\$50,000
Margaret McMurrer	December 23, 2008	\$18,000
Kathy Moynihan	January 29, 2009	\$15,000
Max Greenfield	February 26, 2009	\$30,000
Brian Donovan	April 17, 2009	\$20,000
Matt Zoetinger	April 17, 2009	\$20,000
Michael J. Scagliarini	April 24, 2009	\$15,000
Ronald DeAngelis	June 14, 2009	\$15,000

On January 19, 2007, the Company issued an additional 500,000 shares to Dominick Cingari, our COO, for his services in such capacity during the fiscal year 2006. Such shares were valued at \$5,000.

On November 27, 2007, the Company issued an additional 650,000 shares to Michael Friedman, our CEO, for his services in such capacity. Such shares were valued at \$55,000

On November 27, 2007, the Company issued an additional 400,000 shares to Dominick Cingari, our then COO, for his services in such capacity. Such shares were valued at \$30,000



On February 13, 2008, the Company issued an additional 13,060,190 shares to Illuminate, Inc. in satisfaction of a \$432,000 note, including interest due.

On February 14, 2008 the Company issued an additional 5,000,000 shares to Arthur Friedman, for the conversion of \$250,000 in notes to common stock.

## **ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

### **Audit Fees**

The aggregate fees billed for professional services rendered by our principal accountant for the audit of our annual financial statements for the fiscal year ended October 31, 2008 were \$3,701 and \$3,107 for the fiscal year ended October 31, 2007. The reviews for the financial statements included in our quarterly reports on Form 10-Q during the fiscal year ended October 31, 2008 were \$5,157.

### **Audit Related Fees**

We incurred no fees for the fiscal years ended October 31, 2008 and 2007 for assurance and related services by our principal accountant that were reasonably related to the performance of the audit or review of our financial statements, and not reported under Audit Fees above.

### **Tax Fees**

The aggregate fees billed for professional services rendered by our principal accountant for tax compliance, tax advice, preparation and filing of tax returns and tax planning for the fiscal years ended October 31, 2008 and 2007 were \$788 and \$Nil, respectively.

### **All Other Fees**

We incurred no other fees during the fiscal years ended October 31, 2008 and 2007 for products and services rendered by our principal accountants.

### **Audit Committee Requirements**

Section 10A(i) of the Exchange Act prohibits our auditors from performing audit services for us, as well as any services not considered to be "audit services", unless such services are pre-approved by the audit committee of the Board of Directors, or unless the services meet certain de minimis standards. Because we are still in the development stage and have not yet completed our business plans and/or generated any revenues, we have not yet appointed an audit committee. Our Board of Directors ensure that:

- All audit services that the auditor may provide to us or any subsidiary (including, without limitation, providing comfort letters in connection with securities underwritings or statutory audits) as required by §10A(i)(1)(A) of the Exchange Act (as amended by the Sarbanes-Oxley Act of 2002) are preapproved by the Board.
- All non-audit services (other than certain de minimis services described in §10A(i)(1)(B) of the Exchange Act (as amended by the Sarbanes-Oxley Act of 2002)) that the auditors propose to provide to us or any of our subsidiaries are preapproved by the Board.

All audit fees were approved by the Board of Directors.

## **PART IV**

### **ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

All financial statement schedules have been omitted as not required, not applicable, not deemed material or because the information is included in the Notes to Financial Statements.

#### **EXHIBITS**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
31.1	Sec. 302 Certification
32.1	Sec. 906 Certification

#### **SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized on the twenty-third day of February, 2009.

#### **FRESH HARVEST PRODUCTS, INC.**

/s/ Michael J. Friedman

By: Michael J. Friedman,  
President, Chief Financial Officer and Director

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in their respective capacities on the twenty-third day of February, 2009.

/s/ Michael J. Friedman

By: Michael J. Friedman,  
President, Chief Financial Officer and Director

### Exhibit 31.1 - Certification

I, Michael Jordan Friedman, certify that:

- (1) I have reviewed this Annual Report on Form 10-KSB of Fresh Harvest Products, Inc. (the "Registrant");
- (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 Registrant as of, and for, the periods presented in this report;
- (4) I, as the Chief Executive Officer and the Chief Financial Officer, 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 Registrant 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 Registrant, 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 Registrant'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 Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
- (5) I, as the Chief Executive Officer and the Chief Financial Officer, have disclosed, based on my most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant'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 Registrant'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 Registrant's internal control over financial reporting.

/s/ Michael Jordan Friedman

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Michael Jordan Friedman, Chief Executive Officer  
and Chief Financial Officer

Date: signed on February 23, 2009

**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 and 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 Annual Report on Form 10-KSB of the Company for the year ended October 31, 2008 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: signed on February 23, 2009