OMB APPROVAL
OMB Number: 3235-0420
Expires: March 31, 2007
Estimated average burden hours per response: 1646

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

FORM 10-KSB

(X) Annual Report under Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Fiscal Year Ended October 31, 2007.

( ) Transaction Report under Section 13 or 15(d) of Securities Exchange Act of 1934
For the transition period from ______ to ______

FRESH HARVEST PRODUCTS, INC.

(Name of Small Business Issuer in its Charter)

New Jersey	000-51390	33-51390
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

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

Issuer's Telephone Number: (212) 889-5904

Copies of Communications to:
Thomas E. Boccieri, Attorney at Law
561 Schaefer Avenue
Oradell, New Jersey 07649-2517
Telephone: 201-983-2024
Fax: 201-265-6069

Securities registered under Section 12(b) of the Exchange Act: **None**
Securities registered under Section 12(g) of the Exchange Act:
Common Stock, $0.0001 par value.
(Title of Class)

Check whether the issuer: (1) filed all reports to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 [ ]** The Company has not yet been subject to filing requirements for 90 days.

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will 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-KSB or any amendment to this Form 10-KSB. **[ ]**

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

State issuer's revenues for its most recent fiscal year: **$296,005.**

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 sold, or the average bid and asked prices of such common equity, as of a specified date within the past 60 days**: $1,828,442.35**

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: **20,408,238 shares of common stock on January 29, 2008.**

SEC 2337 (9-07) **Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

FORWARD-LOOKING STATEMENTS

This Form 10KSB 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.

FRESH HARVEST PRODUCTS, INC.
FORM 10-KSB
October 31, 2007

PART I

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 (Wakefern Foods), Price Chopper Supermarkets and independent Retailers and Markets. Some of our distributors include: the #1 Gourmet Distributor in US (and the 2nd largest natural and organic food distributor in US; revenues over $750MM); currently in 2 North Eastern Divisions and 1 Mid West Division and approved for a nationwide rollout during 2008; Associated Buyers Distributors (regional – New England), Garden Spot Distributors (regional – Mid-Atlantic & South East), Energia Pura (Puerto Rico) 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

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).

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)

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:

100% organic:	products containing only organically produced ingredients;
Organic:	products containing 95% organically produced ingredients by weight;
Made with Organic ingredients:	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;
Processed products containing less than 70% organically produced ingredients:	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.

THE ORGANIC AND NATURAL FOODS CONSUMER

The organic products industry is often portrayed, at least anecdotally, as a movement for affluent suburbanites who fit a predictable demographic profile: well-educated, high-income, liberal-leaning, females in their 30s or 40s with children. As the organic food movement strides into the mainstream, however, any effort to pigeonhole the organic consumer may lag behind reality. Fresh management has identified and believes it will find lucrative financial returns for the investors in the Company from looking beyond that stereotype to new market segments whose common traits are personal values rather than high-end addresses or advanced degrees.

In fact, the "traditional" organic consumer—that affluent suburban mother—may well reflect the current availability of organic foods as retailers choose premium locations, rather than define the market. "We think there's a general feeling that the organic consumer is Caucasian, female, suburban, and that's not true," says Laurie Demeritt, president and COO of The Hartman Group, based in Bellevue, Wash. "It's hard to identify the organic consumer these days, because it's becoming everyone. That said, we know there are geographic areas where there's heavy usage, but we can see that there's participation across groups not traditionally thought of as organic consumers."

Recent Quick Stats: The Many Faces of the Organic Shopper

- Percent of consumers with incomes under $12,500 who told the Economic Research Service that organic food is "extremely important": 30%
- Percent of consumers with incomes over $50,000 who told Economic Research Service that organic food is "extremely important": 14%
- Organic foods purchasers motivated by health and nutrition factors: 66% with a postgraduate education are less likely to purchase organic foods.

The Organic Food Consumer: Recent Demographic Patterns

Certain consumer data shows surprising demographic patterns. According to a study by the Hartman Group, "some consumer segments with relatively lower incomes are apparently more entrenched buyers of organics and tend to have shopped for organics at retail outlets other than mainstream supermarkets." Within some demographic segments, consumers with incomes under $25,000 are just as likely as consumers with incomes over $50,000 to purchase organic produce. There are also no significant differences in organic purchasing behavior corresponding to gender, according to Thompson's survey of consumer research.

Recent Demographic Consumer Patterns

Age groups with the highest percentage of organic consumers are 18-29 and 40-49.
Purchasers of organic produce have a lower average age (40.9 years) than purchasers of non-organic produce.
Education: College-educated consumers are more likely to purchase organic food than those with no college education, but shoppers with a postgraduate education are less likely to purchase organic foods.
Household Size is not a factor in organic purchasing; organic consumers are just as likely to live in a household without children under 18 as they are to live in a household with children.

OVERVIEW OF THE ORGANIC AND NATURAL MARKET

Market Profile

The U.S. organic industry grew 21% to reach $17.7 billion in consumer sales in 2006. Organic foods, is still by the largest segment of organic products, reaching $16.7 billion in consumer sales and making up over 95% of all organic product sales. Organic foods are one of the fast growing market segments within the food industry, with sales growing at an annual rate of 20.9% in 2006. Meanwhile, U.S. sales of non-food organic products grew from $744 million in 2005 to $938 million in 2006, reflecting a 26 percent growth rate. Non-food categories include organic supplements, personal care products, household products and cleaners, pet food, flowers, and fiber products such as linens and clothing. (Organic Trade Association's 2007 Manufacturer's Survey)

Looking forward, the survey anticipates growth of approximately 18 percent overall each year on average for 2007 through 2010 for organic food products. Nonfood product sales are anticipated to grow anywhere from 16 percent (organic flowers) to 40 percent (organic fiber and clothing) each year on average during this same period. (OTA 2007 Manufacturer's Survey)

Natural and organic food sales represent more than 2% of total US food sales (Organic Foods. Institute of Food Technologists, 2006, Winter, Carl and Davis, Sarah), and total US food sales are estimated at $680 billion. It is estimate that organic food sales have grown by nearly 20% annually since 1990 (id)

39% of US population uses organic products
37% of all organic users consume organics more than once a day
63% buy organic foods and produce
64% take supplements
51% purchase functional foods and beverages
41% use soy foods and beverages

(Natural Food Merchandiser, Nutrition Business Journal & Progressive Grocer & 2002 Organic Consumers Trends Report)

United States

There is a US$6.5 Billion (annual) U.S. Market alone for Organic Foods (2005 IRI data.). The organic Food category is growing approximately 20% annually in U.S. compared to ~1% growth in conventional Food category (Organic Trade Association.). Consumer sales of organic food alone reached $13.8 Billion in 2005 (2006, IFT). Consumers appear to be willing to pay typical 10% to 40% price premium for organic products (id).

Industry Growth

In 2005, the U.S. organic food industry exhibited more of the same strong growth characteristics that have shaped its decade-long rise from a counterculture niche to a major segment of the food industry (Nutrition Business Journal, 2006). Organic foods grew 16% to $13.8 billion in U.S. consumer sales in 2005. Annual sales of organic foods have expanded almost four-fold from $3.6 billion in 1997 and averaged annual growth of 19.4% over the six-year period of 1998-2003. Organic foods were 61% of the $22.8-billion natural & organic foods market in 2005 and 2.5% of the $557-billion U.S. foods market (excluding food service), up from a penetration rate of 0.8% in 1997. With the addition of $740 million in 2005 organic sales in non-food segments like personal care, household goods and fiber products, the total U.S. organic industry was $14.6 billion in 2005, and overall growth was 17%.

Factors associated with this growth include increased distribution into mass-market and natural food chains, more competitive prices, the entry of large mainstream manufacturers (such as General Mills, Kellogg Co., Mars Inc. and H.J. Heinz Co.), the growth of natural and organic companies, sophisticated advertising campaigns and the increased availability of organic ingredient supplies (Org. & Nat News 2000).

Demographics

Aging baby boomers, the rise in self-care, better understanding of the correlation between diet and health, favorable regulation and increased consumer understanding of the negative effects of pesticides, food additives and genetically engineered ingredients (AH&H) are some of the reasons why the natural and organic markets are realizing enormous growth. Aggressive targeted marketing and promotion by the retail sector, and the fact that the country’s major food manufacturers are taking an increasing interest in developing organic product lines (UN, 2), all signal the advance from niche to mainstream.

People are aspiring to an organic lifestyle. That trend is driving deeper down our socioeconomic scale. So not just highly educated, higher-income people are interested in buying these products, but more middle-class and lower-middle-class consumers are aspiring to an organic lifestyle represented by these products. Buyers of organic products, both businesses and consumers, make purchasing decisions by considering not only price and quality, but also the perceived social and environmental benefits that organic production represents (Agricultural Outlook/June-July 2000).

Consumer Views

Sixty-six percent of U.S. consumers report they use organic products at least occasionally, according to The Hartman Group's report, *Organic Food & Beverage Trends 2004: Lifestyles, Language and Category Adoption*. That number is up from 55 percent in 2000. A surge in periphery organic shoppers—those who buy organic products only occasionally—has been largely driven by increased access to organic products in mainstream markets, heightened concern about health, gradual emergence of organic alternatives in mainstream brands, and an increase in information sources. Lifestyle, rather than demographics, is driving organic purchases. (The Hartman Group, *Organic Food & Beverage Trends 2004: Lifestyles, Language and Category Adoption*, August 2004).

The 2004 Whole Foods Market® Organic Foods Trend Tracker survey found more than a quarter of Americans (27 percent) are eating more organic products than they did one year ago. Conducted by Synovate in August 2004, the survey of 1,000 U.S. consumers showed more than half (54 percent) have tried organic foods and beverages, with nearly one in 10 using organic products regularly or several times a week. Reasons cited for buying organic foods were they are better for the environment (58 percent), better for their health (54 percent), and better for supporting small and local farmers (57 percent). In addition, 32 percent believe organic products taste better, while 42 percent believe organic foods are of better quality. –Whole Foods Market Organic Foods Trend Tracker 2004, survey, October 2004.

Promotion and Consumer Education

Fresh Harvest has formed a partnership with ***Coffee Kids, Inc***., an international 501(c)(3) non-profit organization which helps coffee-producing regions in Mexico & Central & Latin America improve the quality of their lives and build more sustainable communities by creating education, health-care, training, and micro-enterprise programs for coffee farmers and their families to foster independence, and promote long-term self-sufficiency.

Fresh Harvest is putting forth plans to work with schools in both New York City and Connecticut to help educate children about food & nutrition, organic farming and sustainability. Fresh Harvest is an active Member of the ***Organic Trade Association***, a 501(c)(6)n not-for-profit tax-exempt trade association and is the only business association representing the interests of the organic industry in North America. Fresh Harvest is a sponsor for the ***Organic Coffee Collaboration*** promotional program to raise consumer awareness, and thus consumption, of organic coffee in the U.S., with the additional goal of converting conventional coffee production to organic production methods.

Natural and Organic Foods Market Size

U.S. retail sales of natural and organic foods and drink reached $28.2 billion in 2006, up from $23.0 billion the previous year — a 14.1 percent increase, according to the *Nutrition Business Journal*. Sales of organic products alone rose 22 percent, from $13.8 billion to $16.9 billion. Among natural food retailers, organic produce is the most popular category, accounting for one third of organic food and beverage sales in 2006, according to the *Natural Foods Merchandiser*.

Half of U.S. shoppers (51 percent) buy organic foods, according to *Shopping for Health 2006*. The study finds the following breakdown in the types of organic foods that shoppers purchase:

- Fruit or vegetables — 44 percent.
- Milk, yogurt or other dairy products — 30 percent.
- Cereals, breads, pastas — 29 percent.
- Packaged foods such as snacks, beverages and frozen foods — 25 percent.
- Eggs — 21 percent.
- Meats and poultry — 24 percent.
- Soups or sauces — 15 percent.

Availability of natural and organic foods today

They are available in more than seven in 10 retail food stores (72 percent), according to shoppers surveyed in FMI's *U.S. Grocery Shopper Trends, 2006*. USDA's Economic Research Service (ERS) reports that organic products are available in nearly 20,000 natural foods stores. The mainstreaming of organic food has drawn major manufacturers into the market.

A typical grocery store or supermarket remains the most common outlet, where 53 percent of people buy most of their organic foods, according to *Shopping for Health 2006*. Smaller numbers purchase them at natural and organic markets (19 percent), supercenters and combination stores (13 percent), warehouse club outlets (7 percent) and farmers' markets (2 percent). The remaining 6 percent buy organic products at other stores.

Today's organic company startups tend to be more sophisticated than their predecessors. Many are addressing business challenges by hiring seasoned industry executives, using standard distribution contracts and crafting strategic business plans that incorporate organic and natural foods. Farmers are devoting more acreage to organic products. Organic cropland and pasture increased from 2.35 million in 2001 to 2.80 million in 2003, according to the most current data from the ERS and *Nutrition Business Journal*. Studies show that organic farming systems can be more profitable than chemical-intensive ones. The reasons include increased yields in drier areas or times, lower production costs and higher prices. About 0.5 percent of U.S. crop and pasture land is used to grow organic foods, according to the ERS. The countries with the highest percentage: Switzerland (9.0 percent), Austria (8.6 percent), Italy (6.8 percent), Sweden (5.2 percent), Czech Republic (3.9 percent) and UK (3.3 percent).

OVERVIEW OF OUR BUSINESS

The business model that we employ is that of a wholesaler 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 wholesaler in the food industry. Ultimately, after two to three years of successful profitable operations, if that were to occur, we intend to eventually acquire 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.

<u>Our Products</u>

The Fresh Harvest Product Offerings to-date are as follows:

FRESH HARVEST HEALTH BARS – USDA Certified Organic

Fresh Harvest uses USDA Organic sweeteners such as Agave syrup and brown rice syrup. These sweeteners have been chosen for the Fresh Harvest product line of Health Bars because they are naturally sweeter than sugar and are lower in calories and carbohydrates. The health benefit of a low calorie sweetener is obvious since the focus of healthy eating today is on the lowering the glycemic index which relates to control of diabetes, heart disease and weight control. Fresh Harvest sweeteners contain certain complex carbohydrates and nutrients which are absorbed more slowly by the body and do not elevate blood sugar levels as much as other sweeteners.

Fresh Harvest Health Bars have no refined sugar added, are cholesterol free, trans-fat free, low in sodium and gluten free.

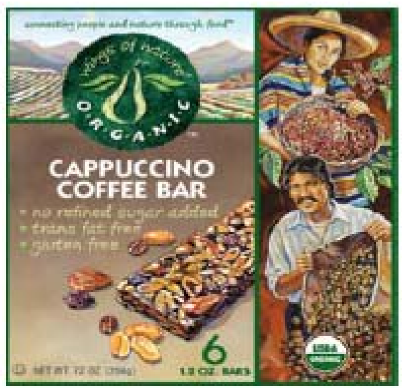
New Wings of Nature™ Organic Fruit & Nut and Coffee Bars are manufactured using a "cold process"; never baked or cooked…allowing them to maintain their delicious natural flavor and texture. Cold Processing also preserves all the nutritional properties of the fruits, nuts and grains inside each bar.

Health & Coffee Bars:

- Low Sodium
- Source of Fiber
- Vegan/Dairy Free
- Certified Organic
- A Low Glycemic Carbohydrate
- Free of Preservatives and Additives
- Multi-Functional
- Snack
- Topping (cereals, yogurt, ice-cream, etc.)
- Dessert
- Energy Booster when being active
- Cholesterol Free
- Trans-Fat Free
- Non GMO
- Certified Kosher
- Gluten Free

Organic Fruit & Nut Bars Available in:

- Almond Raisin
- Apple Cinnamon
- Cranberry Crunch
- Nutty & Sweet



Organic Coffee Bars Available in:

- Café Mocha
- Cappuccino
- Espresso
- Raspberry Decaf

Other Key Facts:

Ingredients are organically grown, handled & processed Contains simple and nutrition packed ingredients Provides long lasting energy – Naturally

WINGS OF NATURE™ BARS

Blended with organic Agave syrup and organic brown rice syrup, our sweeteners contain complex carbohydrates and nutrients, which are absorbed more slowly, and do not elevate blood sugar levels as much as other sweeteners.

WINGS OF NATURE™FRUIT & NUT BARS

Organic Apple Cinnamon - The rich flavor of Apple and Cinnamon comes from organic nuts, organic seeds and organic dried fruits.

Organic Almond Raisin - The rich flavor of Almond and Raisin comes from organic nuts, organic seeds and organic dried fruits.

Organic Cranberry Crunch - The rich flavor of Cranberry Crunch comes from real organic cranberries, organic nuts and organic raisins.

Organic Nutty & Sweet Mixnut - The rich flavor of Nuts and Sweets comes from a mixture of organic nuts, organic seeds and organic dried fruits.

WINGS OF NATURE™ COFFEE BARS

Organic Café Mocha - The rich flavor of Café Mocha and Coconut comes from organic nuts, organic dates, organic coconut and organic roasted coffee beans.
Organic Cappuccino - The rich flavor Cappuccino and Cinnamon comes from organic roasted coffee beans, organic nuts and organic raisins.
Organic Espresso - The rich flavor of Espresso and Cocoa comes from real organic coffee beans, organic nuts and organic raisins.
Organic Raspberry Decaf - The rich flavor of Raspberry and Coffee comes from organic nuts, organic roasted decaffeinated coffee beans and organic raspberries.

WINGSOF NATURE™ COFFEE
POUR A HEALTHY CUP…

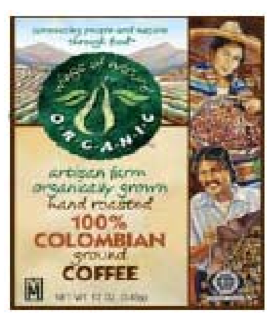
Discover the rich, smooth taste of our delicious new organic coffees.

New Wings of Nature™ Organic, Shade Grown Coffees are made only from high quality, Grade A Arabica beans, custom blended and freshly roasted by master coffee roasters.

What our coffees are:

- Certified Organic
- Certified Kosher
- Fair Trade (where possible)
- High Quality Grade A Arabica Beans
- Freshly Roasted
- Shade Grown (where possible)
- Master Roasted
- Custom Blended

We have over 40 blends and varietals to choose from:



Organic Blends

- **French Roast** Sumatran, Nicaraguan Ethiopian, Guatemalan
- **Espresso Blend** French Roast plus Brazilian Santos (available in decaf)
- **Signature Blend** French Roast plus Colombian, Brazilian Santos (available in decaf)
- **African Blend** Kenyan, Zimbabwean, Rwandan
- **Vienna Blend** French Roast plus Colombian
- **Latin Blend** Mexican, Guatemalan, Peruvian

Organic Varietals / Regular & Decaf

- **Colombian**
- **Kenyan**
- **Guatemalan**
- **Ethiopian**
- **Brazilian**
- **Sumatran**

Organic Flavors / Regular & Decaf

- **French Vanilla**
- **Irish Cream**
- **Hazelnut**
- **Highlander Grogg**

Other Key Facts:

- Fresh Harvest Organic Specialty Gourmet coffee applies the highest standards to sourcing, roasting, blending, and overall preparation of our coffee products.
- The Fresh Harvest secret for creating a great cup of coffee begins with our High Quality Grade A Arabica beans from all over the World. We roast each bean to a temperature that peaks the flavor and aroma of the individual variety, by roasting in smaller batches that are more controllable.
- We go so far as to use two different types of roasting machines in order to bring out the best characteristics in each bean. But, we don't stop there; we also do our blending after the coffee is roasted to create the best results.

5-foot bulk coffee section

Wings of Nature™ currently has four Bulk Coffee sections in three ShopRite Supermarkets in both Connecticut (Norwalk and Stamford) and Pennsylvania, and one bulk section in a natural and organic food store in Westchester, New York.

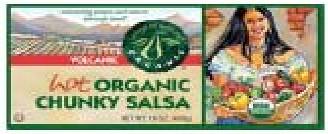
We are working with several chains on a large scale bulk program, and to incorporate our bulk program in the Tree of Life nationwide rollout.

TORTILLA CHIPS

Our authentic taste comes from cooking organic corn in organic lime juice and pure water, steeping just the right amount of time and stone grinding it. Then we oven bake and fry the corn in pure organic soybean and canola oils.

- Varieties:
  - Organic Yellow Corn

- o Organic White Corn
- o Organic Blue Corn

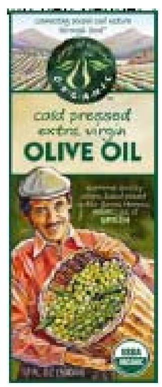


WINGS OF NATURE™ CHUNKY SALSA

Our Salsa are made with only the finest 100% Organic ingredients, grown and harvested under the strictest organic standards.

We then combine these choice vegetables, tangy spices and savory herbs, for a rich authentic taste.

- Flavors:
  - o Organic Medium Rich & Spicy – Classically, authentic Mexican…with rich, organic flavor and a touch of spice.
  - o Organic Mild Basil & Oregano – A fabulous combination of classic Mexican and Italian flavors with unique organic taste
  - o Organic Mild Roasted Garlic – Rich roasted garlic flavor blended with everything you love about Mexican salsa.
  - o Organic Mild Garden Vegetable – Garden fresh flavor that lets the organic tomato and bell pepper flavor come through



ORGANIC WINGS OF NATURE™ COLD PROCESSED EXTRA VIRGIN OLIVE OIL

For a century, the slopes of Sierro Moreno Mountains of Spain have had olive groves forming a unique, spectacular landscape that produces a unique taste. Shaking the branches, the olives fall to the nets and are selected by hand, human intervention is indispensable.

Caring for the land, hand picking every olive at the moment of ripeness and cold pressing within 24 hours of picking allows us to achieve the very best olive oil. Rigorous quality controls, the latest technologies and in-plant packaging provide a far superior extra virgin product.

Marketing and Distribution of Products

If we do not obtain sufficient financing (equity and/or debt), we will not be able to implement all facets of our marketing plan as described below. In that event, we will have to make a judgment at that time as to what would be the most effective way of applying the available proceeds to our marketing efforts.

MARKETING, ADVERTISING & PROMOTION

Fresh Harvest uses an aggressive marketing, advertising and PR campaign, incorporating both traditional and guerilla style marketing. This plan will include both in-store and targeted local promotions and sampling programs.

An advantage of having products in multiple categories is the ability to spread advertising dollars over several product categories. This advantage also pertains to shipping, product demonstrations, promotional programs, commercials and print ads, making for more efficient use of our resources to increase brand awareness, and ultimately brand equity.

There will be a marketing campaign where Company representatives will be handing out free samples with product information packets to people during afternoon rush hour in New York City at Grand Central Station, Penn Station and on Wall Street and Broadway.

In-store efforts will include samplings, tastings, end-caps and displays. Fresh Harvest works with each individual chain to put advertisements in store ROTO's (weekly 8 to 12 page sales newspapers sent to store customers) and use specific chain target marketing programs and sale/discounts. For example, in August 2007, Fresh Harvest did a sampling and demo program with Price Chopper Supermarkets in several of their stores for several consecutive weekends, which received a very positive response from both consumers and the retailer.

Fresh Harvest advertises in several trade and non-trade magazines, including Rolling Stone, Grocery Headquarters and Progressive Grocer magazines.

Fresh Harvest's online store, through its website, opened at the beginning of August 2007. We have begun working with online marketing companies to expand the reach of the web-store and increase awareness on the internet.

In-store marketing efforts anticipate using the store audio system to take advantage of that method of communicating "new news" about Fresh Harvest and its products. It plans to use the check out lane video system to expose customers to the Fresh Harvest product line. The Company expects to develop a store specific program that taps into the stores' target marketing/loyalty card system, which dispenses coupons for Fresh Harvest when similar products are purchased. Point-of-sale materials will be created including recipes, shelf talkers, shelf coupon dispensers, and banners.

(Picture of Free Standing Floor Displays)

Fresh Harvest expects to employ the use of celebrities as spokespersons to drive home the healthy benefits of the Fresh Harvest product line and create a brand image of quality at reasonable cost. Additionally, the Company has been in discussions with a number of high profile Chefs to act as potential spokespersons.

Fresh Harvest supports its advertising efforts with a public relations campaign that sends product samples to many regional and national newspaper food editors, magazine food editors and TV shows. Fresh Harvest has an entrée to several women's entertainment programs and is actively pursuing these types of shows to present the benefits and uniqueness of the Company's products.

Fresh Harvest expects to author editorials talking about the organic food market and why the Company's products are beneficial, unique and healthy for consumers and send them to food magazines.

We plan to use an aggressive marketing, advertising and PR campaign, incorporating both traditional and innovative face-to-face marketing. This plan will include both in-store and targeted local promotions and sampling programs. In-store efforts will include free samples, tastings, end-caps (cardboard displays that holds products located at the end of the aisles in the supermarkets) and traditional displays. We intend to work with each individual chain to place advertisements in store ROTO's (weekly 8 to 12 page sales newspapers sent to store customers), and use specific chain target marketing programs and sale/discounts.

Our in-store marketing efforts will use the store audio system to take advantage of that method of communicating "new news" about our company and our products. We plan to use check out lane video systems where available to expose customers to the Fresh Harvest product line. Our strategy is to develop a store specific program that taps into the store's target marketing/loyalty card system, which dispenses coupons for Fresh Harvest when similar products are purchased. Point-of-sale materials will be created including: recipes, shelf talkers, shelf coupon dispensers, and banners.

We have formulated an advertising and public relations campaign to create awareness and demand for our natural and organic products. These campaigns will be employed regionally (north east) and expand as new customers in other geographic regions are brought online. The organic food market in the U.S. is segmented. Conventional supermarkets are allocating segmented space (mixed in with other products) to their organic food offerings but as of yet they have not designated an organic section in the stores. It is the belief of the Company that Fresh Harvest, given the capital to invest in marketing and advertising, can build, in the eyes of the consumer, an organic brand of food products that consumers will trust for quality and taste and opt to purchase because they will be at reasonably priced. Fresh Harvest is looking to capitalize on this expansion trend by bringing a unified brand name that consumers will recognize and trust.

If resources allow us, we will employ the use of celebrities as spokespersons to drive home the healthy benefits of the Fresh Harvest product line and create a brand image of quality and reasonable cost. Additionally, the Company has been in discussions with a number of high profile Chef's who would also act as spokespersons. We would use these qualified presenters in print ads, infomercials and other media endeavors.

We have a website that is fully functional and continues to be updated on a constant basis. The universal resource locator ("URL") for this website is www.freshharvestproducts.com and www.wings-of-nature.com. The purpose of the site is to drive consumers to the stores that the Company services.

ONLINE WEBSITE AND WEBSTORE

The Company currently maintains a website for its product offerings and for sale of its products. The universal resource locator ("URL") for this website is www.wings-of-nature.com and www.freshharvestproducts.com. The sites have eCommerce capabilities. The Company is implementing an online marketing plan and partnering with an online web portal and online marketing company that has over 150,000 Preferred Customer Managers and 3 Million Preferred Customers worldwide.

The improved eCommerce enabled site for the Fresh Harvest brand of products promotes and sells the Company's available products. The Company anticipates promoting and marketing it through the use of superior search engine placement, banner advertisements, cross marketing among other affiliated websites, affiliate marketing programs and placement of the website URL's on all product information, marketing materials, advertisements and Corporate literature.

Banner advertisements will be purchased on a contractual, per impression basis for all Company websites to attract visitors from the population of web users that are not actively looking to purchase the Company's products. Banner placement and campaigns will be highly targeted in both their audience and in the sites in which they appear. For example, banner ads may appear in IVillage.com, Shape.com, Fitness.com, WeightWatchers.com or any number of sites targeting women who are actively trying to change their appearance.

Suppliers of Ingredients and Packaging

We currently do not independently purchase the ingredients for our products. The natural and organic ingredients and supplies that are used in our products are obtained from various sources and suppliers located principally in the United States. There are certain products that are produced in Canada and others in Europe and Africa.

We look to maintain long-term relationships with our suppliers. Purchase arrangements with ingredient suppliers are generally made annually and in the local currency of the country in which we purchase or operate. Purchases are made through purchase orders or contracts, and price, delivery terms and product specifications vary according to the area of the world in which we are conducting the business of the company.

Our organic and botanical purchasers visit major suppliers around the world annually to procure ingredients and to assure quality by observing production methods and provide these suppliers with our product specifications. We perform laboratory analyses on incoming ingredient shipments for the purpose of assuring that they meet both our own quality standards and those of the FDA and USDA.

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.

The beverage industry is also highly competitive. Competitive factors in the beverage industry include product quality and taste, brand awareness among consumers, variety of specialty flavors, interesting or unique product names, product packaging and package design, supermarket and grocery store shelf space, alternative distribution channels, reputation, price, advertising and promotion. The beverage market, including both aseptic and refrigerated products, has shown sustained growth over the past several years. The main competitors in the energy drink market are Red Bull and Coca-Cola with other competitors in the beverage industry include Snapple, Nestle, and Lipton.

Regulations

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.

Independent Certification

We rely on independent certification, such as certifications of our products as "organic" or "kosher," to differentiate our products in natural and specialty food categories. The loss of any independent certifications could adversely affect our market position as a natural and specialty food company, which could harm our business.

We must comply with the requirements of independent organizations or certification authorities in order to label our products as certified. We utilize organizations such as Quality Assurance International (QAI) and Oregon Tilth to certify our products as organic under the guidelines established by the USDA. Similarly, we utilize appropriate kosher supervision organizations, such as The Union of Orthodox Jewish Congregations, The Organized Kashruth Laboratories, Scroll K Kosher Supervision, "KOF-K" Kosher Supervision, Kosher Overseers Associated of America and Upper Midwest Kashruth.

Trademarks and Trade Names

We believe that brand awareness is a significant component in a consumer's decision to purchase one product over another in the highly competitive food and beverage industry. Our trademarks and brand names for the product lines referred to herein are registered in the United States and we intend to keep these filings current and seek protection for new trademarks to the extent consistent with business needs. We also may, if we deem it appropriate, copyright any our copyrightable artwork and package designs. We own the trademarks for our principal products, including: Wings of Nature™ and the relevant Wings of Nature™ logo's.

Employees

Currently, our primary employees are our two executive officers (whose employment is governed by employment agreements which are due to be renewed; see the section entitled "Executive Compensation-Employees and Employment Agreements", above), one full time sales associate, one full time Information Technology person and our two administrative (non-executive) officers. Of these six individuals, four 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.

RISK FACTORS

An investment in a development stage company with a limited history of operations such as ours involves an unusually high amount of risk, both unknown and known, and present and potential, including, but not limited to the risks enumerated below.

Risks Associated With Our Company:

We are an early stage company and may not be able to continue as a going concern and may not be able to raise additional financing.

We are an early stage company and our ability to continue as a going concern and to emerge from the early stage is dependent on continued financial support from our shareholders, raising additional capital to fund future operations and ultimately to attain profitable operations.

We have a working capital deficiency and have accumulated losses since inception. These factors raise substantial doubt about our ability to continue as a going concern. To date, there have been only nominal revenues ($473,572) since inception. In a development stage company, management devotes most of its activities to developing a market for its products and services. These consolidated financial statements have been prepared on a going concern basis, which implies that we will continue to realize assets and discharge liabilities in the normal course of business. We have not generated significant revenue and have never paid any dividends. Nor are we likely to pay dividends or generate significant earnings in the immediate or foreseeable future. Furthermore, we cannot guarantee that we will be able to raise any equity financing or generate profitable operations. Our accumulated losses since inception through October 31, 2007 are $2,330,640. These factors raise substantial doubt regarding our ability to continue as a going concern.

This "going concern" note to our financial statements may make it more difficult for us to raise additional equity or debt financing needed to run our business and is not viewed favorably by analysts or investors. We urge potential investors to review our financial statements contained in this Report.

We lack an operating history and have losses that, we expect to continue into the future. If our losses continue, we may have to suspend operations or cease operations.

We have had a minimal operating history upon which an evaluation of our future success or failure can be made. Since inception on November 26, 2003 through October 31, 2007, our cumulative net loss is $2,330,640, and we have had revenues of only $473,572 since that time. Our ability to achieve and maintain profitability and positive cash flow is dependent upon our ability to generate revenues from our planned business operations and to reduce development costs. Without the generation of any revenues or any capital being raised in an equity or debt financing, we will likely have to suspend or cease the initiation of our business plan.

Based upon current plans, we expect to incur $25,000 per month in operating losses in the next 12 to 18 months. This will happen because there are expenses associated with the development and implementation of our business plan. We cannot guaranty that we will be successful in generating revenues in the future or that we will be able to raise any working capital (through debt and/or equity financing) for operating funds in any other manner. Failure to generate revenues or raise any financing may cause us to go out of business.

We are relatively new to the organic food marketplace with a limited history of operations and, as a result, our ability to operate and compete effectively may be inhibited by our inexperience and lack of brand recognition.

In deciding whether to purchase shares of our common stock, and the likelihood of our success, you should consider that we are relatively new to the organic food marketplace and have a limited operating history upon which to judge our current operations. As a result, it is difficult to fairly assess our future operating performance or our future financial results or condition by comparing our limited operating history against our past or present equivalents.

Also, the development, management and marketing of organic health and wellness oriented consumer food products is characterized by rapid changes, including frequent introductions of new products, services, and industry standards. Our future success will depend on our continued ability to adapt to these changes and continually improving our products and services, as well as, the development and maintenance of the organizational infrastructure necessary to support our proposed business. Our future success will also depend in large part on our continued ability to develop and enhance our products and services. There is the risk that we will not be able to effectively adapt to the continual industry changes. Also, if we are unable to develop and introduce enhanced or new products and services quickly enough to respond to market or industry requirements or to comply with emerging industry standards, or if our products and services do not achieve market acceptance, we may not be able to compete effectively.

We do not have sufficient funds to complete our proposed plan of operation without equity or debt financing and as a result may have to suspend or cease operations, if we are unable to obtain such financing on reasonable terms, or at all.

Each of the phases of our plan of operation is limited and restricted by the amount of working capital that we have and are able to raise from financings and generate from business operations. Currently, we do not have sufficient funds to initiate or complete each phase of our proposed plan of operation. As a result, without additional financing, we may have to suspend or cease our operations.

As of October 31, 2007, we had current assets of $342,154 comprised of only $8,383 in cash, $25,869 in accounts receivable and $307,902 in inventory. Until we are able to generate any consistent and significant revenue we will be required to raise additional funds by way of equity or debt financing to finance its operations. At any phase of our plan of operation, if we find that we do not have adequate funds to complete a phase, we may have to suspend our operations and attempt to raise more money so we can proceed with our business operations. If we cannot raise the capital to proceed, we may have to suspend operations until we have sufficient capital.

We currently estimate that we will need to raise additional capital of approximately $1,000,000 to proceed with and implement our plan of operation over the next 12 months and will be relying on the proceeds to be raised in this equity offerings for most, if not all, of the required capital. In the event that we do not raise at least that amount, we will need additional funds to complete our proposed plan of operations. We cannot provide any assurance that we will be successful in obtaining additional funds, either through the issuance of equity or loans on terms that are acceptable to us.

We will also require additional financing if the costs of the proposed phases of the plan of operation are greater than anticipated. Furthermore, we will require additional financing to sustain our business operations if we are not successful in earning revenues from our business operations. We can provide no assurance to investors that we will be able to find additional financing if required. Any sale of additional shares will result in dilution to existing shareholders, which may, as a result, depress our stock price, if a trading market in our common stock develops.

Failure to successfully compete in the organic retail packaged food industry with established distributors, wholesalers and retailers will make it likely that we will not have sufficient revenues to succeed with our planned business operations.

The retail food packaged goods industry is experiencing rapid growth and expansion in all areas of natural and organic food product offerings to consumers. It is intensely competitive and is expected to become even more competitive in the near future - worldwide. We will be competing with a number of companies which have considerably greater financial, personnel, marketing, and technical and operating resources. Consequently, such competitors may be in a better position than us to take advantage of market needs, acquisitions and other opportunities, and devote greater resources to the marketing and sale of their products and services.

Many of our current competitors have longer operating histories, larger customer bases, greater brand recognition and significantly greater financial, marketing and other resources than we do. Some of these well established competitors include: Dean Foods Company, General Mills, Inc., Nestle S.A., Kraft Foods Inc., Groupe Danone, Kellogg Company, PepsiCo, Inc. and Sara Lee Corporation. Some of our competitors may be able to secure merchandise from suppliers on more favorable terms, devote greater resources to marketing and promotional campaigns, adopt more aggressive pricing or inventory availability policies, and devote substantially more resources to their product acquisition and marketing activities than we do. Increased competition may result in reduced operating margins, loss of market share and a diminished brand franchise. These competitors may be able to benefit from economies of scale, pricing advantages or the introduction of new products that may compete with our products. Retailers also market competitive products under their own private labels. We cannot assure you that we will be able to compete successfully against current and future competitors.

To meet such competition, we will attempt to employ qualified personnel, provide high quality products and services, and attempt to maintain a lower cost of production than our competitors. We also believe that our ability to compete successfully will depend on such factors as marketing presence; our marketing abilities; the pricing policies of our competitors; the timing of our introductions of new products and services; our ability to keep costs down; our ability to adapt to changing market conditions; and industry and general economic trends. We cannot provide potential investors any certainty that we will be able to locate or retain such personnel, keep costs down or provide such competitive products and services on terms favorable to us.

If we are unable to develop and introduce enhanced or new products or services quickly enough to respond to market requirements or to comply with emerging industry standards, or if our products or services do not achieve market acceptance, we may not be able to compete effectively. Competitive pressures created by any one of our competitors could inhibit our ability to generate sufficient sales to be profitable. Accordingly, we may not be able to continue with our business operations.

We are currently in litigation with the company that we purchased the "blank check shell" from and we do not know what the outcome of this litigation will be.

On June 7, 2007, a complaint was filed in the Superior Court of New Jersey by Illuminati, Inc., a lender to and principal shareholder of the Company. The Company was named as a defendant along with two of its officers and directors, Michael J. Friedman and Dominic M. Cingari. Messrs. Friedman and Cingari were named both individually and in their capacities as officers and directors. The principal of Illuminati, Inc. is the father of a director of the Company.

Illuminati, Inc. was the principal shareholder of the Company prior to the December 2005 Agreement and Plan of Acquisition and Merger by and Among Serino 1, Corp. and Fresh Harvest Products, Inc., certain shareholders of Fresh Harvest Products, Inc. and Illuminate, Inc. (the "Merger Agreement"). In connection with the merger, the Company issued a $400,000 interest bearing promissory note to Illuminati, Inc. in exchange for common shares of the Company pursuant to a formula based in part on the repayment schedule of the promissory note.

The complaint alleges claims for breach of the Merger Agreement and rescission of the Merger Agreement; declaratory relief and promissory estoppel to recover the shares alleged to have been improperly issued to Messrs. Friedman and Cingari; breach of fiduciary duty and tortious interference with the Merger Agreement by Messrs. Freidman and Cingari. The complaint seeks not less than $1 million in damages. Management has denied the allegations supporting the claims in the complaint and will contest the lawsuit, finding the general damages claim to be without merit. The Company acknowledges it owes shares to Illuminate, Inc. and has made a good faith effort to reach a mutual agreement as to the number of shares due to Illuminati, Inc. Management intends to move to dismiss the lawsuit after a period of discovery.

Subsequently, the Company filed an answer and asserted a counterclaim for fraudulent inducement against Illuminati, Inc. based upon numerous fraudulent misrepresentations made by Illuminati, Inc. The Company has asked the New Jersey Superior Court to award Fresh Harvest damages in the amount of $2,000,000.

Both of our officers will devote their full time to the affairs of our company, but they all also have other business interests. Accordingly, they may not be able or willing to devote a sufficient amount of time to our business operations, causing our business to fail.

Both our president and chairman of the board, Michael J. Freidman, and other Executive, Dominick Cingari, will both devote their full business time to our affairs although they are both involved in other business activities. Accordingly, each will devote an amount of their time that they feel is necessary for our success and is not consumed by other commitments. This time may not be sufficient for us to be successful. This will slow our operations and may reduce our chance to be successful and as a result, we may not be able to continue with our business operations.

Since our management lacks any formal training or experience in operating an organic food business, we may have to hire or retain qualified personnel, including independent consultants. If we are unable to hire or retain any qualified personnel, we may have to suspend or cease operations, which will result in the loss of your investment.

The experience of the members of our management is primarily limited to each's respective field of expertise and not to the organic food business and likely will not be applicable to the marketing of a product area that we have chosen to enter. Because of this limited experience, we may be forced to hire or retain qualified management, employees or consultants to perform administrative, sales or marketing roles related to our business.

In addition, since our management team has limited or no direct training or experience in these areas, the management team may not be fully aware of all of the specific requirements related to working within this industry. Accordingly, management's decisions and choices may not take into account standard managerial approaches organic food companies may commonly use. Consequently, our operations, earnings, and ultimate financial success could suffer irreparable harm due to management's lack of experience in this industry. As a result, we may have to suspend or cease operations that will result in the loss of your investment.

Competition for qualified personnel is intense and we may not be able to hire or retain qualified personnel, which could also have a negative impact on our business.

We will be dependent upon third parties and certain strategic relationships, including the manufacturers of the products we intend to sell. If we are unable to secure and/or maintain such arrangements, we will not be able to implement our business and marketing plan, and likely not be successful in achieving the revenues we need to be successful.

We will be dependent on our relationships with certain manufacturers, food retailers, food brokers, distributors, joint venture partners and strategic alliance partners. We do not have long term contracts or arrangements with any supplier of products; therefore there is no assurance of availability of inventory. Our business is also generally dependent upon our ability to obtain the services of marketing, public relations and advertising experts. Our failure to obtain the services of any person or entity upon which we are dependent, or the inability to replace such relationship, if lost, or if our suppliers were to stop supplying us products on acceptable terms or at all, would make it difficult to have an adequate supply of our products, reduce our sales, if any... This would be especially true if we were not able to acquire products from other suppliers in a timely manner and on acceptable terms. In addition, we will have a particular dependence on the telephone, the Internet and the integration of these two mediums into our information management system. Any disruption on the flow of information and data to this system will significantly impact service to customers and therefore financial performance. Because we do not manufacture the products we plan to sell and distribute, we cannot assure our potential investors that any or all of the products we will sell meet all federal regulatory requirements pertinent to maintaining the organic label promoted to consumers.

Our business exposes us to potential product liability claims, and we may incur substantial expenses if we are subject to such liability claims or litigation; this can result in costly losses to us, especially since we do not maintain liability insurance coverage.

Food products involve an inherent risk of product liability claims and associated adverse publicity. We may be held liable if any product we sell causes injury or is otherwise found unsuitable. Currently, we do carry product liability insurance and general business coverage. A product liability claim, regardless of its merit or eventual outcome, could result in significant legal defense costs. These costs would have the effect of increasing our expenses and diverting management's attention away from the operation of our business, and could harm our business.

An inability to use our trademark and/or our trade names could prevent us from successfully building brand recognition.

We believe that brand awareness is a significant component in a consumer's decision to purchase one product over another in the highly competitive food, beverage and personal care industry. We have a trade name associated with our business, the term "Wings of Nature™", and two trademarks, the Wings of Nature™ symbol and name. There can be no assurance that we will be able to protect out trademark and trade names, or that third parties will not challenge our right to use one or more of our trademarks or trade names. Our failure to sell products under established brand names could our sales potential and our ability to be profitable. Trademarks and trade names can be significant to the marketing and sale of our products. Our inability to utilize certain of these names could certainly reduce the sales potential of our products and our ability to become profitable.

<u>**Risks Associated With Our Industry:**</u>

Consumer preferences are difficult to predict and may change. If we are incorrect in our strategies and predictions along this line, we will incur significant wasted expense and our business plan may fail.

A significant shift in consumer demand away from our products, if one develops, or organic or health food products, in general, or our failure to maintain a market position, if one develops, could reduce our sales or any brand recognition that we may develop, which could harm our business. While we plan on to diversify our product offerings, we cannot be certain that there will be a demand for our products, or if one develops, if it will continue in the future.

Our business will be primarily focused on sales of natural and organic products in markets geared to consumers of natural foods, specialty beverages, non-dairy beverages, cereals, breakfast bars, canned soups and vegetables, snacks and cooking oils, which, if consumer demand for such categories were to decrease, could harm our business. Consumer trends change based on a number of possible factors, including:

- Nutritional values, such as a change in preference from fat free to reduced fat to no reduction in fat, to complex only, low or no carbohydrates; and
- A shift in preference from organic to non-organic and from natural products to non-natural products.

Some of our products or their ingredients will be subject to import risk such as embargoes, and our efforts to overcome or reduce these risks will be costly.

We will be making some of our product purchases or their ingredients from foreign and domestic manufacturers, importers and growers, with the majority of those purchases occurring outside of the United States. We anticipate that many of the ingredients are presently grown in countries where labor-intensive cultivation is possible, and where we will often have to educate the growers about product standards. We will have to perform laboratory analysis on incoming ingredient shipments for the purpose of assuring that they meet our quality standards and those of the Food and Drug Administration (the "FDA") and the United States Department of Agriculture ("USDA").

Our ability to ensure a continuing supply of ingredients at competitive prices depends on many factors beyond our control, such as foreign political situations, embargoes, changes in national and world economic conditions, currency fluctuations, forecasting adequate need of seasonal raw material ingredients and unfavorable climatic conditions. We intend to take steps intended to lessen the risk of an interruption of supplies, including identification of alternative sources and maintenance of appropriate inventory levels. Our failure to maintain relationships with suppliers or find new suppliers, observe production standards for our foreign procured products or continue a supply of products or ingredients from foreign sources could harm our business.

Having international operations exposes us to certain risks such as political instability, foreign currency exchange losses and terrorism. This may result in an increase in our costs to purchase inventory and thus reduce our profit margin, if any.

Operating in international markets involves exposure to movements in currency exchange rates, which are volatile at times. The economic impact of currency exchange rate movements is complex because such changes are often linked to variability in real growth, inflation, interest rates, governmental actions and other factors. Consequently, isolating the effect of changes in currency does not incorporate these other important economic factors. These changes, if significant, could cause us to adjust our financing and operating strategies. If they are necessary, we cannot assure our investors that we can make such adjustments successfully. We expect that international operations will compose approximately 15% of our operations.

Our non-U.S. operations will be subject to risks inherent in conducting business abroad, many of which are outside our control, including:

- Periodic economic downturns and unstable political environments;
- Price and currency exchange controls;
- Fluctuations in the relative values of currencies;
- Unexpected changes in trading policies, regulatory requirements, tariffs and other barriers;
- Compliance with applicable foreign laws; and
- Difficulties in managing our non-U.S. operations, including staffing, collecting accounts receivable and managing distributors.

Our products must comply with government regulation which can be very costly and decrease our ability to have profitable operations.

The USDA has adopted regulations with respect to a national organic labeling and certification program which became effective February 20, 2001, and fully implemented on October 21, 2002. We currently plan to manufacture, produce, market or distribute approximately 30 organic products which are covered by these regulations. Future developments in the regulation of labeling of organic foods could require us to modify the labeling of our products, which could reduce future sales of our products and thus harm our business.

In addition, on January 18, 2001, the FDA proposed new policy guidelines regarding the labeling of genetically engineered foods. The FDA is currently considering the comments it received before issuing final guidance. These guidelines, if adopted, could require us to modify the labeling of our products, which could reduce the sales of our products and thus harm our business.

The FDA published the final rule amending the Nutritional Labeling regulations to require declaration of "Trans Fatty Acids" in the nutritional label of conventional foods and dietary supplements on July 11, 2003. The final rule was effective on January 1, 2006. Additionally, an allergen labeling law was passed and signed on August 3, 2004. This law requires certain allergens to be clearly labeled by January 1, 2006. Additionally, Canada has adopted new food labeling regulations that were implemented by December 12, 2005, which require a Nutritional Facts panel to be on most food packages. Many of our products will have to comply with these recent changes, including all of our products that may be sold into Canada. Any change in labeling requirements for our products may lead to an increase in packaging costs or interruptions or delays in packaging deliveries.

Furthermore, new government laws and regulations may be introduced in the future that could result in additional compliance costs, seizures, confiscations, recalls or monetary fines, any of which could prevent or inhibit the development, distribution and sale of our products. In addition, we will be subject of foreign countries where we may produce, process, packaged or market our products. If we fail to comply with any applicable laws and regulations, we may be subject to civil remedies, including fines, injunctions, recalls or seizures, as well as potential criminal sanctions, any or all of which can increase our operating costs and reduce our profitability, if any.

Product recalls are common in the food industry. Such recalls could increase our operating expenses significantly.

Manufacturers and distributors of products in our industry are sometimes subject to the recall of their products for a variety of reasons, including product defects, such as ingredient contamination, packaging safety and inadequate labeling disclosure. If any of our products are recalled due to a product defect or for any other reason, we could be required to incur the expense of the recall or the expense of any resulting legal proceeding. Additionally, if one of our significant brands were subject to recall, the public image of that brand and of our business could be significantly harmed.

We will rely on independent certification for a number of our natural and organic food products. If we cannot obtain and/or maintain such certifications, our sales, if any, will be greatly reduced.

We will rely on independent certification, such as certifications of our products as “organic” or “kosher” to differentiate our products from others. The loss of any independent certifications could lower or possibly destroy our market position as a natural and organic food company, if one is achieved.

We will have to comply with the requirements of independent organizations or certification authorities in order to label our products as certified. For example, we could lose an “organic” certification if a manufacturing plant became contaminated with non-organic materials, or if it is not properly cleaned after a production run. In addition, all raw materials must be certified organic. Similarly, we could lose our “kosher” certification if any part of the process involving our kosher chickens does not meet the requirements of the appropriate kosher supervision organization

Due to the seasonality of many of our products and other factors, our operating results are subject to quarterly fluctuations which will inhibit our ability to budget and plan ahead.

Some our products’ potential sales may be affected by seasonality and, as a result, our quarterly results of operations may fluctuate. The seasonal trends may result from increased demand for some of our products such as baking and cereal products and soups during the cooler months while our snack food product lines may be stronger in the warmer months.

In addition, quarterly fluctuations in our future sales volume and operating results may be 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 the aforementioned 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 may not be able to rely on our quarterly operating results as indications of future performance.

Our growth, if any, is dependent on our ability to introduce new products and improve existing products. If we fail to do so, we will likely not be able to compete in this highly competitive industry.

Our intended growth depends in large part on our ability to generate and implement improvements to our existing products and to introduce new products to consumers. The innovation and product improvements are affected by the level of funding that can be made available, our success or failure to develop and test new product prototypes, and the success of our management in rolling out any resulting improvements in a timely manner. If we are unsuccessful in implementing product improvements that satisfy the demands of consumers, our business could be harmed.

Risks Associated With Our Common Stock:

There is currently a limited public trading market for our common stock and as a result you may not be able to resell your stock.

There is currently a limited public market for the shares of our common stock. There can be no assurance that a liquid public market on a stock exchange or quotation system will develop, or be sustained.

Sale of a significant amount of our shares of common stock into the public market may depress the trading volume and/or our stock price.

Any sale of a substantial amount of our common stock in the public market by the aforementioned officers, directors or principal shareholders, or the Selling Shareholders, may depress the trading price of our common stock. Furthermore, if such sales are made by our officers and/or directors, in particular, it could create a public perception of difficulties or problems with our business and may have an even more depressing effect on the stock price.

Because our officers, directors and current principal shareholders will own more than 50% of the outstanding shares, they will be able to decide who will be elected to the board of directors and you may not be able to elect any board member, which may lead to the entrenchment of management, and will impede or effect a change of control or a sale of assets.

Our Executive officers, directors and current principal shareholders own 15,184,117 shares of our common stock, which represents 74.40% of the 20,408,238 issued and outstanding shares of our common stock. All of these shares are restricted from trading and have not been registered for resale. Currently, we do have common shares that are free trading; however, the majority of our common shares are subject to be sold under the provisions of Rule 144, except for 544,075 shares that are blank check shares. Accordingly, since our certificate of incorporation or by-laws do not provide for cumulative voting in connection with election of our board of directors, these shareholders may be able to control the election of our board of directors indefinitely. Accordingly, minority shareholders would not have representation on the board and not have any say in the management of our company, effect a change of control or a sale of assets.

We do not expect to pay dividends in the foreseeable future.

We have never paid cash dividends on our shares of common stock and have no plans to do so in the foreseeable future. We intend to retain earnings, if any, to develop and expand its business operations.

Applicable SEC rules governing the trading of "penny stocks" limits the trading and liquidity of our common stock that may adversely affect the trading price of our common stock.

The bid and ask quotations of our common stock are routinely reflected on the Over-The-Counter Bulletin Board market under the symbol "FRHV". Since our common stock continues to trade below $5.00 per share, our common stock is considered a "penny stock" and is subject to SEC rules and regulations that impose limitations upon the manner in which our stock can be publicly traded. These regulations require the delivery, prior to any transaction involving a penny stock, of a disclosure schedule explaining the penny stock market and the associated risks. Under these regulations, certain brokers who recommend such securities to persons other than established customers or certain accredited investors must make a special written suitability determination for the purchaser and receive the purchaser's written agreement to a transaction prior to sale. These regulations have the effect of limiting the trading activity of our common stock and reducing the liquidity of an investment in our common stock.

These rules govern how broker-dealers can deal with their clients and "penny stocks". The additional burdens imposed upon broker-dealers by the "penny stock" rules may discourage broker-dealers from effecting transactions in our securities, which, in turn, could severely limit their market price and the liquidity of our securities. The penny stock markets have suffered in recent years from fraud and abuse arising from one or a few broker dealers controlling the market for a security, high pressure sales tactics used by boiler room practices, manipulation of prices through pre-arranged transactions followed by a large volume sale by broker dealers, dissemination of misleading information and excessive mark-ups and undisclosed bid-ask differentials by selling broker dealers.

The market price of our common stock may be considered volatile.

The securities markets from time to time experience significant price and volume fluctuations unrelated to the operating performance of particular companies. Our common stock price in the 52-week period ended October 31, 2007, had a low of $0.35 and high of $0.90, often with insignificant volume. The trading price may be affected by a number of factors including the risk factors set forth in this Report as well as our operating results, financial condition, announcements regarding new products, or distribution or supply arrangements, sales or financial results by us or our competitors, general conditions in the market place and other events or factors. In recent years, broad stock market indices, in general, and the securities of companies in our industry, in particular, have experienced substantial price fluctuations. Such broad market fluctuations may adversely affect the future trading price of our common stock.

NASD sales practice requirements may also limit a stockholder's ability to buy and sell our stock.

In addition to the "penny stock" rules promulgated by the Securities and Exchange Commission (see above for discussions of penny stock rules), the NASD has adopted rules that require that when recommending an investment to a customer, the broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status and investment objectives, amongst other information. Under interpretations of these rules, the NASD believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. The NASD requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock and have an adverse effect on the market for our shares.

Shares Eligible for Sale Could Depress the Market for Common Stock

Of our issued and outstanding shares of common stock, almost all of those shares are “restricted securities”. In general, under Rule 144 of the Securities Act of 1933, as amended, a person is entitled to sell restricted shares into the public market if at least one year has passed since the purchase of such shares from the issuer of an affiliate of an issuer, subject to the satisfaction of certain other conditions. A significant number of the “restricted” shares of our common stock outstanding were purchased more than one year ago. Accordingly, those shares are eligible for sale into the public market. Sales of substantial amounts of those restricted shares, or even the perception that such sales could occur, could adversely affect prevailing market prices of our common stock and could impair our ability to raise capital through an offering of our equity securities.

We may pay vendors in stock as consideration for their services; this may result in stockholder dilution, additional costs and difficulty retaining certain vendors.

In order for us to preserve our cash resources, we have previously and may in the future pay vendors in stock and/or warrants or options to purchase shares of our common stock rather than in cash. Payments for services in stock may materially and adversely affect our stockholders by diluting the value of outstanding shares of our common stock. In situations where we have agreed to register the stock issued to a vendor, this will generally cause us to incur additional expenses associated with such registration. Paying vendors in stock and/or warrants or options to purchase shares of common stock may also limit our ability to contract with the vendor of our choice, should that vendor decline payment in stock.

If we do not effectively manage our growth, if any, our resources, systems and controls may be strained and our operating results may suffer.

We plan to add to our workforce and to continue to increase the size of our workforce and scope of our operations as we continue to develop our business plan. If we are successful with this plan, this growth of our operations will place a significant strain on our management personnel, systems and resources. We may need to implement new and upgraded operational and financial systems, procedures and controls, including the improvement of our accounting and other internal management systems. These endeavors will require substantial management effort and skill and we may require additional personnel and internal processes to manage these efforts. If we are unable to effectively manage our expanding operations, our revenue and operating results could be materially and adversely affected.

Our obligations as a public company under the laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002 (“Sarbanes-Oxley Act”) and related regulations, are likely to increase our expenses and administrative burden. These expenses and burdens are particularly acute on companies of our small size. Changes in the laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act and related regulations implemented by the Securities and Exchange Commission and the National Association of Securities Dealers, are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time consuming. These laws, regulations and standards are subject to varying interpretations, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We have and will continue to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management’s time and attention from commercialization activities to compliance activities. If our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies, regulatory authorities may initiate legal proceedings against us and our business may be harmed.

There are limitations on the liability of our directors and we may have to indemnify our officers and directors in certain instances.

Our certificate of incorporation limits the personal liability of our directors for monetary damages for breach of their fiduciary duties as directors. Our bylaws provide that we will indemnify our officers and directors and may indemnify our employees and other agents. These provisions may be in some respects broader than the specific indemnification provisions under Delaware law. The indemnification provisions may require us, among other things, to indemnify such officers and directors against certain liabilities that may arise by reason of their status or service as directors or officers (other than liabilities arising from willful misconduct of a culpable nature), to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified and to obtain directors' and officers' insurance. Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify a director, officer, employee or agent made or threatened to be made a party to an action by reason of the fact that he or she was a director, officer, employee or agent of the corporation or was serving at the request of the corporation, against expenses actually and reasonably incurred in connection with such action if he or she 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 action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Delaware law does not permit a corporation to eliminate a director's duty of care and the provisions of our certificate of incorporation have no effect on the availability of equitable remedies, such as injunction or rescission, for a director's breach of the duty of care.

We believe that our limitation of officer and director liability assists us in attracting and retaining qualified employees and directors. However, in the event an officer, director or the board of directors commits an act that may legally be indemnified under Delaware law, we will be responsible to pay for such officer(s) or director(s) legal defense and potentially any damages resulting there from. Furthermore, the limitation on director liability may reduce the likelihood of derivative litigation against directors and may discourage or deter stockholders from instituting litigation against directors for breach of their fiduciary duties, even though such an action, if successful, might benefit us and our stockholders. Given the difficult environment and potential for incurring liabilities currently facing directors of publicly-held corporations, we believe that director indemnification is in our and our stockholders' best interests because it enhances our ability to attract and retain highly qualified directors and reduce a possible deterrent to entrepreneurial decision-making.

Nevertheless, limitations of director liability may be viewed as limiting the rights of stockholders and the broad scope of the indemnification provisions contained in our certificate of incorporation and bylaws could result in increased expenses. Our board of directors believes, however, that these provisions will provide a better balancing of the legal obligations of, and protections for, directors and will contribute positively to the quality and stability of our corporate governance. Our board of directors has concluded that the benefit to stockholders of improved corporate governance outweighs any possible adverse effects upon stockholders from reducing the exposure of directors to liability and broadened indemnification rights.

PLEASE READ THIS FORM 10KSB CAREFULLY. YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED HEREIN AND ON THE OTHER REPORTS AND OUR FORM 10KSB, AS AMENDED, THAT WE HAVE FILIED WITH THE SECURITIES AND EXCHANGE COMMISSION. WE HAVE NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH DIFFERENT INFORMATION.

ITEM 2. DESCRIPTION OF PROPERTY

We maintain our corporate offices at 280 Madison Avenue, Suite 1005, New York, New York 10016. The phone number of that office is (212) 889-5904. An officer and director provides us with this office space at no charge. We do not currently maintain any other office facilities. We anticipate that we may need to open and maintain an additional office facility in the foreseeable future. The only assets that we own are our trademark and our trade names and trade logos (to which we have not attributed any value on our balance sheet) and office furniture, fixtures and equipment such as our 5-foot bulk coffee sections, coffee grinders, wire racks and the Company 2003 Chevrolet Venture van.

ITEM 3. LEGAL PROCEEDINGS

During the period covered by this report, on June 7, 2007, a complaint was filed in the Superior Court of New Jersey by Illuminati, Inc., a lender to, and principal shareholder of the Company. The Company was named as a defendant along with two of its officers and directors, Michael J. Friedman and Dominic M. Cingari. Messrs. Friedman and Cingari were named both individually and in their capacities as officers and directors. The principal of Illuminati, Inc. is the father of a director of the Company.

Illuminati, Inc. was the principal shareholder of the Company prior to the December 2005 Agreement and Plan of Acquisition and Merger by and Among Serino 1, Corp. and Fresh Harvest Products, Inc., certain shareholders of Fresh Harvest Products, Inc. and Illuminate, Inc. (the "Merger Agreement"). In connection with the merger, the Company issued a $400,000 interest bearing promissory note to Illuminati, Inc. in exchange for common shares of the Company pursuant to a formula based in part on the repayment schedule of the promissory note.

The complaint alleges claims for breach of the Merger Agreement and rescission of the Merger Agreement; declaratory relief and promissory estoppel to recover the shares alleged to have been improperly issued to Messrs. Friedman and Cingari; breach of fiduciary duty and tortious interference with the Merger Agreement by Messrs. Freidman and Cingari. The complaint seeks not less than $1 million in damages. Management has denied the allegations supporting the claims in the complaint and will contest the lawsuit, finding the general damages claim to be without merit. The Company acknowledges it owes shares to Illuminate, Inc. and has made a good faith effort to reach a mutual agreement as to the number of shares due to Illuminati, Inc. Management intends to move to dismiss the lawsuit after a period of discovery.

Subsequently, the Company filed an answer and asserted a counterclaim for fraudulent inducement against Illuminati, Inc. based upon numerous fraudulent misrepresentations made by Illuminati, Inc. The Company has asked the New Jersey Superior Court to award Fresh Harvest damages in the amount of $2,000,000.

ITEM 4. SUBMISSION OF MATTERS TO VOTE OF SECURITY HOLDERS

None.

PART II

ITEM 5. MARKET FOR COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND SMALL BUSINESS ISSUER PURCHASERS OF EQUITY SECURITIES

Market Information

Our shares of common stock trade on the Over-the-counter Bulletin Board under the symbol FRHV. We commenced trading on May 8, 2007. To date, trading in our common stock has been minimal and thus an investment in our common stock must be considered illiquid. The high and low bid quotations of our common stock on the OCTBB for the following calendar quarters were:

Period	High	Low
2007		
First Quarter	(1)	(1)
Second Quarter	$0.75	$0.35
Third Quarter	$0.90	$0.50
Fourth Quarter	$0.62	$0.35

(1) Our common stock commenced trading on the OTC:BB on May 8, 2007.

The above quotations reflect inter-dealer prices, without retail mark-up, markdown or commission and may not necessarily represent actual transactions. As of January 24, 2008, we had five broker dealers making a market in our common stock.

On January 24, 2008, the closing sale bid price for our common stock was $0.35 on the OTCBB

As of January 24, 2008, we had 20,408,103 shares of common stock issued and outstanding, held by approximately 99 registered shareholders. In many cases, shares are registered through intermediaries, making the precise number of shareholders difficult to obtain.

Future Sales by Existing Stockholders

As of January 24, 2008, a total of 20,408,238 shares of our common stock were issued and outstanding. 544,075 of those shares are considered "blank check" shares. Blank Check shares are the shares issued by the Company while it was still a "public shell". Those shares cannot be sold publicly unless they are covered by a registration statement filed under the Securities Act of 1933, as amended (the "Securities Act") The remaining shares 19,864,163 of our common stock (i.e. the non-blank check shares) are "restricted". "Restricted" shares cannot be publicly trading unless permitted under the provisions of Rule 144 of the Securities Act. As of February 15, 2008, when revised rules under the provisions of Rule 144 of the Securities Act become effective, all of our restricted securities are eligible to be publicly traded under the conditions or provisions of said rule, some under volume and manner of sale restrictions.

In addition, as of January 24, 2008, we had issued convertible promissory notes to 16 individuals who lent money to the Company. One of those individuals has been repaid in full. Although, we have no assurance that any of these notes will be converted into common stock, these notes, if they all were converted by the holders, can be converted into approximately 775,000 shares of common stock which would be immediately eligible to be sold publicly under Rule 144. One individual lender can convert at a discount to a publicly trading market price, and at this time we can not determine the number of shares at which he can convert his loan to. Under Rule 144, if a convertible promissory note is converted into common stock, the shareholder's holding period reverts to the date that the original note was issued.

The sale a significant amount of any of the aforementioned shares under Rule 144 could have a depressive effect on the public market price of our common stock, if one develops.

Purchases of Equity Securities by the Small Business Issuer and Affiliates

There were no purchases of our equity securities by us or any of our affiliates during the year ended October 31, 2007.

Stock Incentive Plans and Equity Compensation Plans

We do not have any such plans at this time.

Penny Stock Rules

Trading in our securities, if it develops, is subject to the "Penny Stock" rules. The SEC has adopted regulations that generally define a penny stock to be any equity security that has a market price of less than $5.00 per share, subject to certain exceptions. These rules require that any broker-dealer who recommends our securities to persons other than prior customers and accredited investors, must, prior to the sale, make a special written suitability determination for the purchaser and receive the purchaser's written agreement to execute the transaction. Unless an exception is available, the regulations require the delivery, prior to any transaction involving a penny stock, of a disclosure schedule explaining the penny stock market and the risks associated with trading in the penny stock market. In addition, broker-dealers must disclose commissions payable to both the broker-dealer and the registered representative and current quotations for the securities they offer.

The additional burdens imposed upon broker-dealers by such requirements may discourage broker-dealers from effecting transactions in our securities, which could severely limit their market price and liquidity of our securities.

The penny stock markets have suffered in recent years from fraud and abuse arising from one or a few broker dealers controlling the market for a security, high pressure sales tactics used by boiler room practices, manipulation of prices through pre-arranged transactions followed by a large volume sale by broker dealers, misleading information be disseminated, and excessive mark-ups and undisclosed bid-ask differentials by selling broker dealers.

Dividends

We have not paid any cash dividend to date, and we have no intention of paying 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 certain limitations imposed under the New Jersey Business Corporation 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 Securities

During the year ended October 31, 2007, we sold unregistered securities including convertible promissory notes. However, those sales have been previously reported in our Current Reports on Form 8K and/or our Quarterly Reports on form 10QSB that we have filed with the Securities and Exchange Commission. There were no such sales of securities, including convertible promissory notes during the fourth quarter ending October 31, 2007.

ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

This section of the Report includes a number of forward-looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like: believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements, which apply only as of the date of this Report. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or our predictions.

Overview

We are a start-up, development stage company and have generated only nominal revenues from our organic food business operations since inception on November 26, 2003 through October 31, 2006 ($177,567) and we have not raised any funds since our inception, except for capital contributions of $68,803 from Michael Jordan Friedman, $123,969 from the sale of common stock between November 2006 through October 2007, to 8 investors, and convertible loans totaling $178,000 from eight individuals. The convertible loans notes provide for conversion of principal and interest into shares of common stock at an average the 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 from 18 months to 24 months, depending on the Agreement. The name of each lender, the issue date, the maturity date and principal amount of each loan are as follows:

Lender	Issue Date	Maturity Date	Principal Amount
Sarah Dumbrille	5/26/05	11/26/06	$ 20,000
Linda Willis	6/8/05	12/8/06	$ 10,000
Richard Charles Philip Dumbrille	7/20/05	1/20/07	$ 10,000
Joseph Cingari	10/1/05	4/1/07	$ 15,000
Salvatore Cingari	10/1/05	4/1/07	$ 30,000
Thomas Cingari	10/1/05	4/1/07	$ 15,000
Barry Moskowitz	3/8/06	9/8/07	$ 35,000
Hendrik Freund	9/19/06	9/19/08	$100,000
Nancy Stetson	11/30/06	11/30/08	$ 50,000
Margaret McMurrer	2/23/06	12/23/08	$ 18,000
Kathy Moynihan	1/31/07	1/31/09	$ 15,000
Max Greenfield	2/26/07	2/26/09	$ 30,000
Brian Donovan	4/17/07	4/17/09	$ 20,000
Matt Zoetzinger	4/17/07	4/17/09	$ 15,000
Michael J. Scagliarini	4/24/07	4/24/09	$ 15,000
Ronald DeAngelis	4/30/07	4/3009	$ 15,000

Sarah Dumbrille has verbally extended her loan and has expressed her intent to convert her loan to shares in the near future. Linda Willis' loan was repaid in full on December 12, 2006.

Arthur Friedman, the father of the Company's President and CEO, has made advances to Fresh Harvest $478,207.00 in fiscal 2007 and a total of $692,028.00 to date. We do not expect repayment to be required within the foreseeable future.

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 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 consolidated financial statements that are a part of this 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 is to market and distribute (both domestic and imported) a line of organic food products. We intend our focus to be on the 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™).

To date, 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, 2007, the Company had current assets of $342,154, comprised of cash $8,383, and accounts receivable $25,869 and inventory $307,902. Management believes that cash on hand and current assets as of October 31, 2007 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 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 financial statements contained in this 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, 2007 of $2,330,640.

Our auditors have provided an explanatory note in our financial statements that indicates that our ability to continue as a going concern is dependent on raising additional capital to fund future operations and ultimately to attain profitable operations. This means that our auditors believe there is substantial doubt that we can continue as an on-going business for the next twelve months unless we obtain additional capital to implement our business plan and pay our bills. This is because we have not generated any significant revenues and no earnings are anticipated until our business operations become profitable. The auditors' note indicates that the their financial statements have been prepared assuming that we will continue as a going concern, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. The explanatory paragraph further states that we have no current source of revenue, nor operations, and that without realization of additional capital, it would be unlikely for the Company to continue as a going concern.

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.

Plan of Operation for the Next Twelve Months

Our plan of operation for the twelve months following the date of this Report is to continue to develop and expand our business operations to have sustainable cash flow. Since we have not had raised sufficient through debt, equity sales or revenues (losses, only), over the last fiscal year, our Plan of Operation has been delayed and remains substantially the same as the plan for the prior fiscal year (the year ended October 31, 2006). The Plan of operation 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 $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 alternates 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.

- Establishing and/or solidifying relationships with manufacturers, packagers and suppliers, including growers of organic foods such as artisan farms, co-ops and farming families in America and throughout the world. Estimated cost: $200,000 (which includes the production of sample products).
- Establishing a distribution network for our products including supermarkets, independent grocers, food brokers and snack distributors. Estimated cost: $55,000.
- Conducting a search for new manufacturers and packaging companies.
- Commence and establish marketing, advertising and promotion programs to increase brand equity and awareness. Estimated cost: $400,000.
- Salaries, including for present employees and possible new hiring of additional management personnel and appropriate operating and sales staff. Estimated cost: $250,000.
- Partial repayment of convertible loans. Estimated cost: $75,000.

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 during our third quarter ending July 31, 2006 of our prior fiscal year ended October 31, 2006. We expect that our business operations will generate sufficient revenues to sustain our operations and cash flow by July 1, 2009. We have recently purchased a minimum number of products (coffee, health and coffee bars, salsa and olive oil), 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, 2007, of approximately $342,154 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 Years Ending October 31, 2006 and 2007

Comparative Years’ Financial Information

We only began earning revenues in our third quarter ending July 31, 2006 of our prior fiscal year ending October 31 2006, when we commenced operations. Accordingly, our revenues for the year ending October 31, 2007, and for the period from inception (November 26, 2003) until October 31, 2007 are $473,572. We are still in our early stages and do not anticipate earning enough revenues to be profitable, if at all, until approximately July 2009. We can provide no assurance that we will ever become profitable.

We incurred operating expenses in the amount of $1,087,370 for the fiscal year ended October 31, 2006, and $1,091,712 for the year ended October 31, 2007. For the period from inception (November 26, 2003) until October 31, 2007, our operating expenses were $2,424,155.

Our net loss increased insignificantly from $1,028,802 during the year ended October 31, 2006 to $1,056,765 during the year ended October 31, 2007. Although in fiscal 2007 we incurred increased costs related to sales and marketing and the expansion and growth of our operations (categorized as general and administrative expenses) from $685,320 to $1,084,890, we had a onetime merger costs of $400,000 in 2006 and no such costs in 2007.

Financial Condition and Liquidity

At October 31, 2007, we had assets of $377,746 consisting of cash in the amount of $8,383, net accounts receivable of $25,869, inventory of $307,902 and net fixed assets of $35,592.

Off Balance Sheet Arrangements

The Company currently has no off-balance sheet arrangements.

Critical Accounting Policies and Estimates

See Note 2 to the financial statements contained in Item 7, for a complete summary of the significant accounting policies used in the presentation of our financial statements. The summary is presented to assist the reader in understanding the financial statements. The accounting policies used conform to accounting principals generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements.

Our critical accounting policies are as follows:

Critical Accounting Policies

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:

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.

Dividends

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

Income Taxes

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

Advertising

Advertising is expensed when incurred. Advertising for the year ended October 31, 2007 was $38,425.31, compared to $ for the year ended October 31, 2006.

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.

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

ITEM 7. FINANCIAL STATEMENTS

Fresh Harvest Products Inc

MOORE & ASSOCIATES, CHARTERED
ACCOUNTANTS AND ADVISORS
PCAOB REGISTERED

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
Fresh Harvest Products, Inc.

We have audited the accompanying balance sheet of Fresh Harvest Products, Inc. as of October 31, 2007 and October 31, 2006, and the related statements of operations, stockholders' equity and cash flows for the years ended October 31, 2007 and October 31, 2006. 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 audits 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. as of October 31, 2007 and October 31, 2006, and the related statements of operations, stockholders' equity and cash flows for the years ended October 31, 2007 and October 31, 2006, 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 limited revenues 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.

Moore & Associates Chartered

Moore & Associates Chartered
Las Vegas, Nevada
February 13, 2008

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

FRESH HARVEST PRODUCTS, INC.
Balance Sheet
(a development stage company)
October 31, 2007

		October 31, 2007 (Audited)		October 31, 2006 (Audited)
ASSETS				
Current Assets				
Cash in Bank	$	8,383	$	921
Accounts Receivable, net		25,869		115,757
Inventory		307,902		147 701
Total Current Assets		342,154		264,379
Fixed Assets, net		35,592		29,960
TOTAL ASSETS	$	377,746	$	294,329
LIABILITIES & STOCKHOLDERS' DEFICIT				
Current Liabilities				
Accounts Payable	$	52,255	$	63,315
Accrued Expenses Payable		235,603		59,759
Payroll and Related Taxes Payable		118,001		76,098
Loans Payable, current portion		567,500		135,000
Loans Payable to Related Parties		705,028		226,821
Total Current Liabilities		1,678,387		560,993
Long-Term Liabilities				
Loans Payable		243,000		500,000
Total Liabilities		1,921,387		1,060,903
Stockholders' Deficit				
Common Stock, Authorized 200,000,000 Shares, Issued and Outstanding: 17,845,400 Shares, Par Value $0.0001		1,785		1,617
Paid in Capital		785,214		505,594
Accumulated Deficit		(2,330,640)		(1,273,875)
Total Stockholders' Deficit		(1,543,641)		(766,664)
TOTAL LIABILITIES & STOCKHOLDERS' DEFICIT	$	377,746	$	294,329

The accompanying notes are an integral part of these statements

FRESH HARVEST PRODUCTS, INC.

Statements of Operations

(a development stage company)

	Year Ended October 31, 2007	Year Ended October 31, 2006
Revenue	$ 296,005	$ 177,567
COGS	261,058	118,999
Gross Profit	34,947	58,568
Expenses		
Depreciation & Amortization	6,822	2,050
Merger Costs	-	400,000
General & Administrative	1,084,890	685,320
Total Expenses	1,091,712	1,087,370
Income (Loss) before Taxes	(1,056,765)	(1,028,802)
Provision for Income Taxes	-	-
Net Income (Loss)	$(1,056,765)	$ (1,028,802)
Basic and Diluted Earnings (Loss) per Share	$ (0.06)	$ (0.06)
Weighted Average Number of Shares	17,854,406	16,166,840

The accompanying notes are an integral part of these statements

FRESH HARVEST PRODUCTS, INC.

Statement of Stockholders' Deficit

(a development stage company)

For the period from October 31, 2005 to October 31, 2007

	Common Shares	Stock Amount	Paid in Capital	Accumulated Deficit	Total
Balance at October 31, 2005	363,052	$ 36	$ 170,292	$ (245,073)	$ (74,745)
Adjustment	(268)				
Shares Issued November 2005	20,844	2	28,798		28,800
Shares Issued December 2005	195,505	20	61,480		61,500
Shares Issued January 2006	344	-	15,000		15,000
Shares Issued February 2006	14,046,109	1,405	139,056		140,461
Shares Issued March 2006	11,875	1	14,999		15,000
Shares Issued April 2006	796,543	80	28,698		28,778
Shares Decreased (April 1, 2006)	(266,273)	(27)	(2,629)		(2,656)
Adjustment	(891)				
Shares Issued for SoySlim, May 2006	1,000,000	100	49,900		50,000
Net Loss for the year ended October 31, 2006				(1,028,802)	(1,028,802)
Balance at October 31, 2006	16,166,840	1,617	505,594	(1,273,875)	(766,664)
Shares Issued November 2006	32,835	3	3,280		3,283
Shares Issued December 2006	8,300	1	829		830
Shares Decreased (December 2006)	(1,000,000)	(100)	(49,900)		(50,000)
Shares Issued January 2007	805,500	80	80,571		80,651
Shares Issued June 2007	697,330	70	76,636		76,706
Shares Issued July 2007	1,142,601	114	168,204		168,318
Net Loss for the Year ended October 31, 2007				(1,056,765)	(1,056,765)
Balance, October 31, 2007	17,854,406	$ 1,785	$ 785,214	$ (2,330,640)	$ (1,543,641)

The accompanying notes are an integral part of these statements

Statement of Cash Flows
(a development stage company)

	Year Ended October 31, 2007	Year Ended October 31, 2006	Since Inception [Nov 26, 2003] Through October 31, 2007
Cash flows provided by (used for) operating activities:			
Net loss	$ (1,056,765)	$ (1,028,802)	$ (2,330,640)
Adjustments to reconcile net loss to net cash provided by (used for) operating activities:			
Depreciation & Amortization	6,822	2,050	9,122
Stock issued for services	269,788	163,540	4,227
Stock issued for product rights	-	50,000	50,000
Merger costs	-	400,000	400,000
Changes in assets and liabilities:			
Increase in accrued expenses payable	175,844	58,559	235,603
Increase /(Decrease) in accounts payable	(11,060)	63,315	52,255
Increase in payroll and related taxes payable	41,903	73,343	118,001
(Increase) / Decrease in accounts receivable	89,888	(115,757)	(25,869)
(Increase) / Decrease in Deposits	-	2,675	0
(Increase) in inventory	(160,201)	(147,701)	(307,902)
Net cash provided by (used for) operating activities	(643,781)	(478,778)	(1,265,203)
Cash flows provided by (used for) investing activities:			
Organization Costs	-	-	(250)
Purchase of fixed assets	(12,464)	(32,000)	(44,464)
Cash provided by (used for) investing activities	(12,464)	(32,000)	(44,714)
Cash flows provided by (used for) financing activities:			
Loan repayments	(10,000)	(62,000)	(72,000)
Proceeds from advances from Related Parties	478,207	285,121	705,028
Proceeds from issuance of loans payable	185,500	135,000	482,500
Stock issued for conversion of debt	60,000		60,000
Sale of common stock	-	123,343	123,969
Redemption of Capital Stock (SoySlim)	(50,000)	-	(50,000)
Capital Contributions	-	-	68,803
Cash provided by (used for) financing activities	663,707	481,464	1,318,300
Net Change in Cash	7,462	(29,314)	8,383
Beginning Cash	921	30,235	0
Ending Cash	$ 8,383	$ 921	$ 8,383

The accompanying notes are an integral part of these statements

FRESH HARVEST PRODUCTS, INC.
NOTES TO FINANCIAL STATEMENTS
October 31, 2007

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, 2007, the Company had approximately $8,383 in cash. Management believes that cash on hand as of October 31, 2007 is not sufficient to fund operations through October 31, 2008. 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

Critical Accounting Policies

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:

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.

FRESH HARVEST PRODUCTS, INC.
NOTES TO FINANCIAL STATEMENTS
October 31, 2007

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.

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, 2007 was $38,425.31, compared to $ for the year ended October 31, 2006.

FRESH HARVEST PRODUCTS, INC.
NOTES TO FINANCIAL STATEMENTS
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. Such amounts are non-interest bearing and have no terms.

NOTE 4. LOANS PAYABLE

Loans payable consist of the following:

	October 31, 2007
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
Note payable incurred in connection with reverse merger, due December 16, 2007 – see Note 1	400,000
Convertible notes bearing interest at a rate of 4% and due September 2007. The note is convertible into common shares at any time at the option of the lender or the Company at a 35% discount of the market price of the Company's common shares. The Company has negotiated extensions for loans due in September 2007.	35,000
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 $.085 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 $.095 per share, for a total of 18,948 shares.	18,000
Non-convertible short term loan bearing interest at a rate of 5% and due in July 2007. The Company is currently negotiating an extension of t his loan.	7,500
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 April 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 35% discount of the market price of the Company's common shares.	15,000
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
Total:	$810,500
Less: current portion	(567,500)
Long Term	$243,000

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 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.

NOTE 8. REVENUE AND EXPENSES

The Company currently has limited operations and revenue.

Accounts Receivable

Accounts Receivable is $25,869 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 January 31, 2003, The Financial Accounting Standards Board requires certain variable interest entities to be consolidated by the primary beneficiary of the entity if the equity investors in the entity do not have the characteristics of a continuing financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. The Company has not invested in any such entities, and does not expect to do so in the foreseeable future.

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

ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None

ITEM 8A. 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.

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 8B. OTHER INFORMATION

None.

PART III

ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CORPORATE GOVERNANCE AND DIRECTOR INDEPENDENCE; COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT

(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:

NAME AND ADDRESS	AGE	POSITIONS
Michael Jordan Friedman 280 Madison Avenue, Ste 1005 New York, New York 10016	30	President, CEO, CFO and Chairman of the Board
Dominick M. Cingari 280 Madison Avenue, Ste 1005 New York, New York 10016	33	Director and Chief Operating Officer
Richard J. Verdiramo 3163 Kennedy Boulevard Jersey City New Jersey 0730	43	Director
Jay Odintz 280 Madison Avenue, Ste 1005 New York, New York 10016	47	Director

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.

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 and 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 be 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

Michael J. Scagliarini – Vice President of Sales - Age 46 – 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.

Michael Ferro - Information Technology Manager - Age 34 - Mr. Ferro has over 15 years experience in the internet technology field. Mr. Ferro is responsible for the set-up, configuration and administration of the corporate (remote) server infrastructure, the installation, configuration and support of all user applications, the administration of domains, configuration of DNS, email records, editing the content and layout and all edits and changes to the company website. Mr. Ferro developed and maintains the Company's recently launched online web-store and all of its components (i.e. paypal, online processes, etc). He has experience in several other industries, including accounting, retail, food and restaurant. He is a graduate of George Washington University.

Roman Mayer – Creative Designer – Age 68 -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 57 - 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 Manger, 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 – 61 – 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 73 - 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 69 - 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 - 58 - 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, 2007, 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, 2006, 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) filed his Form 3 late, and one Form 4 (reporting one transaction) late; Dominick Cingari (Officer and Director) filed his Form 3 late and two Form 4s (each reporting one transaction) late; William A. Bodine (Former Officer and Director) filed a Form 3 late; Marcia Roberts (a greater than ten percent beneficial shareholder) filed her Form 3 late; and Illuminate, Inc. (a greater than ten percent beneficial shareholder) filed its Form 3 late. In addition, since the fiscal year ending October 31, 2006, 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. 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.

(H) INDEPENDENT DIRECTORS

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

(I) CONFLICTS OF INTEREST

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

Director Richard Verdiramo is the son of the principal of Illuminati, Inc., a firm with which we are in litigation. See Part I, Item 3, above. Richard Verdiramo did not participate in any Board of Directors' meetings during fiscal year 2007.

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

ITEM 10. EXECUTIVE COMPENSATION

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 year ended October 31, 2007 of those persons who were, at October 31, 2007 (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 (Dominic 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	2007	6,800 (1)	0	0	0	0	0	5,730 (2)	12,530
Dominick Cingari, COO	2007	132,000	0	5,000 (3)	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) 500,000 shares of our issued as additional compensation to this officer.

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. 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.

Currently, we have health insurance for the two 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 500,000 shares of restricted common stock issued to Mr. Dominick Cingari during fiscal year 2007 were issued to him in his capacity as an officer of the Company, not as a director.

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 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth, as of the January 24, 2008, 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.

Title of Class	Name and address of beneficial owner	Number of Shares beneficially owned (1)	Percent of class (2)
Shares of common stock	**Michael Jordan Friedman** (3)	5,720,307	28.03%
Shares of common stock	**Dominick Cingari** (3) (7)	2,600,000	12.74%
Shares of common stock	**Jay Odintz** (4)	400,000	1.96%
Shares of common stock	**Richard J. Verdiramo** (4) (5) 3163 Kennedy Boulevard Jersey City New Jersey 0730	-0-	0.00%
Shares of common stock	**Marcia Roberts** (6)	2,450,000	12.00%
Shares of common stock	**Illuminate, Inc.** (5) 3163 Kennedy Boulevard Jersey City New Jersey 0730	4,013,810	19.67%
Shares of common stock	**All officers and directors as a Group** (four) (8)	8,720,307	54.73%

(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 20,408,238 shares of common stock issued and outstanding as of January 24, 2008. 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. We are involved with in a lawsuit with Illuminati, Inc. See Part I Item 3, above.

(6) Marcia Roberts is the mother of our president and chairman of the board, Michael Jordan Friedman. They each deny beneficial, dispositive, voting or equitable interest in each others' stock.

(7) These shares do not include 131,170 shares held by members of his family including 75,000 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 administrative (non-executive) officers who together own an additional 350,000 shares of common stock and the five members of our advisory board who together own an additional 435,000 shares of common stock.

ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Other than as disclosed above in "Item 11. Security Ownership of Certain Beneficial Owners and Management And Related Stockholder Matters", none of our directors or executive officers, nor any person who beneficially owns, directly or indirectly, shares carrying more than 5% of the voting rights attached to all of our outstanding shares, nor any members of the immediate family (including spouse, parents, children, siblings, and in-laws) of any of the foregoing persons has any material interest, direct or indirect, in any transaction since our incorporation or in any presently proposed transaction which, in either case, has or will materially affect us.

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	261,188*

* 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 Zoetzinger	April 17, 2009	$15,000
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.

ITEM 13. EXHIBITS

Exhibit	Description	
3.1a	Certificate of Incorporation	Previously Filed (1)
3.1b	Certificate of Amendment of Certificate of Incorporation	Previously Filed (1)
3.1c	Certificate of Amendment of Certificate of Incorporation	Previously Filed (2)
3.2	By-Laws	Previously Filed (1)
10.1	Merger Agreement between Serino 1, Corp. and Fresh Harvest Products, Inc. (the NY corporation)	Previously Filed (2)
10.2	Friedman Employment Contract	Previously Filed (2)
10.3	Cingari Employment Contract	Previously Filed (2)
10.5	March 20, 2006 Purchase Order	Previously Filed (4)
10.6	June 1, 2005 Sarah Dumbrille Loan Agreement	Previously Filed (4)
10.7	June 8, 2005 Linda Willis Loan Agreement	Previously Filed (4)
10.8	July 21, 2005 Richard Charles Philip Dumbrille Loan Agreement	Previously Filed (4)
10.9	October 1, 2005 Joseph Cingari Loan Agreement	Previously Filed (4)
10.10	October 3, 2005 Salvatore Cingari Loan Agreement	Previously Filed (4)
10.11	October 3, 2005 Thomas Cingari Loan Agreement	Previously Filed (4)
10.12	Form of SoySlim Agreement as executed as of February 1, 2006	Previously Filed (7)
10.13	Factoring Agreement between Platinum Funding Services LLC and the Registrant effective January 2, 2007	Previously Filed (5)
10.14	Funding Agreement between Platinum Funding Services LLC and the Registrant effective January 2, 2007	Previously Filed (5)
10.15	Performance Guaranty between Platinum Funding Services LLC and Michael Friedman	Previously Filed (5)
10.16	Performance Guaranty between Platinum Funding Services LLC and Michael Friedman	Previously Filed (5)
10.17	Right of Set-Off Letter in favor of Platinum Funding Services LLC dated January 2, 2007	Previously Filed (5)
10.18	Security Agreement between Platinum Funding Services LLC and the Registrant effective January 2, 2007	Previously Filed (5)
10.19	March 8, 2006 Barry Moskowitz Loan Agreement	Previously Filed (7)
10.20	September 19, 2006 Hendrik Freund Loan Agreement	Previously Filed (7)
10.21	November 30, 2008 Nancy Stetson Loan Agreement	Previously Filed (8)
10.22	December 23, 2008 Margaret McMurrer Loan Agreement	Previously Filed (9)
10.23	January 31, 2009 Kathy Moynihan Loan Agreement	Previously Filed (10)
10.24	February 26, 2009 Max Greenfield Loan Agreement	Previously Filed (11)
10.25	April 17, 2009 Brian Donovan Loan Agreement	Previously Filed (12)
10.26	April 17, 2009 Matt Zoetzinger Loan Agreement	Previously Filed (13)
10.27	April 24, 2009 Michael J. Scagliarini Loan Agreement	Previously Filed (14)
10.28	June 14, 2009 Ronald DeAngelis Loan Agreement	Previously Filed (15)
14	Code of Ethics	Previously Filed (4)
16	Letter by former CPA	Previously Filed (3)
31.1	Certification Chief Executive Officer/Principal Financial Officer required by Rule 13a-14(a) or Rule 15d- 14(a), Friedman	Filed herewith
32.1	Certification Required by Rule 13a-14(b) or Rule 15d-14(b) and section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, Friedman	Filed herewith
99.1	Trademarks and Trade Names	Previously Filed (4)
99.2	Correspondence voiding SoySlim Agreement	Previously Filed (5)
99.3	Corporate Certificate in favor of Platinum Funding Services, LLC	Previously Filed (6)

(1) By the Registrant as an exhibit to its Form 10SB posted June 29, 2005.
(2) By the Registrant as an exhibit to its Form 8 K posted January 27, 2006.
(3) By the Registrant as an exhibit to its Form 8 K/A posted March 24, 2006.
(4) By the Registrant as an exhibit to its Form SB-2 posted on May 12, 2006.
(5) By the Registrant as an exhibit to its Form 8 K posted February 1, 2007.
(6) By the Registrant as exhibits to its Form 8 K posted January 5, 2007.
(7) By Registrant as an exhibit to its Form 10K for the fiscal year ended October 31, 2006 posted on February 9, 2007.
(8) By the Registrant as an exhibit to its Form 10QSB posted March 26, 2007
(9) By the Registrant as an exhibit to its Form 10QSB posted March 26, 2007.

(10) By the Registrant as an exhibit to its Form 10QSB posted June 14, 2007
(11) By the Registrant as an exhibit to its Form 10QSB posted June 14, 2007
(12) By the Registrant as an exhibit to its Form 10QSB posted June 14, 2007.
(13) By the Registrant as an exhibit to its Form 10QSB posted June 14, 2007.
(14) By Registrant as an exhibit to its Form 10QSB posted June 14, 2007.
(15) By Registrant as an exhibit to its Form 10QSB posted September 14, 2007.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following is a summary of the fees billed to us by the principal accountants to the Company for professional services rendered for the fiscal years ended October 31, 2006 and 2007:

Fee Category	Fiscal 2006 Fees	Fiscal 2007 Fees
Audit Fees	$ 5,000	$ 10,200
Audit Related Fees	$ 0	$ 0
Tax Fees	$ 0	$ 0
All Other Fees	$ 0	$ 0
	--------------	--------------
Total Fees	$ 5,000	$ 10,200
	========	========

Audit Fees.

Consists of fees billed for professional services rendered for the audit of our financial statements and review of interim consolidated financial statements included in quarterly reports and services that are normally provided by the principal accountants in connection with statutory and regulatory filings or engagements.

Audit Related Fees.

Consists of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under "Audit Fees".

Tax Fees .

Consists of fees billed for professional services for tax compliance, tax advice and tax planning. These services include preparation of federal and state income tax returns.

All Other Fees .

Consists of fees for product and services other than the services reported above.

Pre-Approval Policies and Procedures.

Prior to engaging its accountants to perform a particular service, the Company's Board of Directors obtains an estimate for the service to be performed. All of the services described above were approved by the Board of Directors in accordance with its procedures.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Fresh Harvest Products, Inc.
(Registrant)

/s/ Michael Jordan Friedman

Michael Jordan Friedman
(Chief Executive Officer, Chief Financial Officer, President and Chairman of the Board of Directors)

Date: February 25, 2009

INDEX TO ATTACHED EXHIBITS

Exhibit 31.1 - Certification Chief Executive Officer/Principal Financial Officer required by Rule 13a-14(a) or Rule 15d- 14(a), Friedman

Exhibit 32.1 - Certification Required by Rule 13a-14(b) or Rule 15d-14(b) and section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, Friedman

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

Michael Jordan Friedman, Chief Executive Officer
and Chief Financial Officer

Date: signed on February 25, 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, 2007 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

Michael Jordan Friedman, Chief Executive Officer

Date: signed on February 25, 2009