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

FORM 10-Q

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

For the quarterly period ended **April 30, 2010**
or
[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from __________ to __________

Commission File Number: **000-51390**

Fresh Harvest Products, Inc.

(Exact name of registrant as specified in its charter)

New Jersey	**33-1130446**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
280 Madison Avenue, Suite 1005, New York, NY	**10016**
(Address of principal executive offices)	(Zip Code)

(917) 652-8030
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One)

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes☐ No☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: As of June 10, 2010 there were 200,000,000 shares of common stock issued and outstanding.

TABLE OF CONTENTS

EXPLANATORY NOTE

These unaudited consolidated interim financial statements as of April 30, 2010 and for the six months ended April 30, 2010 and 2009 include an adjustment of an increase of $140,461 to the accumulated deficit and the related common stock and additional paid in capital accounts as of November 1, 2007 for the effect of the restatement of the issuance of the 14,046,109 shares of common stock issued in February 2006.

This restatement does not affect the reported net loss for the six months ended April 30, 2010 and 2009.

PART I

Item 1. Financial Statements

FRESH HARVEST PRODUCTS, INC. AND SUBSIDIARIES
Consolidated Balance Sheets

	April 30, 2010 *(Unaudited)*	October 31, 2009 *(Audited)*
ASSETS		
Current assets		
Cash	$ 137,774	$ -
Accounts receivable, net	77,682	8,759
Prepaid expenses	31,000	-
Inventory	177,438	43,358
Total current assets	423,894	52,117
Fixed assets		
Equipment, net	37,774	35,610
Other assets		
Deposits and other	25,465	-
Total assets	$ 487,133	$ 87,727
LIABILITIES AND DEFICIENCY IN ASSETS		
Current liabilities		
Book overdraft	$ -	$ 83
Accounts payable, trade	112,335	103,914
Accrued expenses	640,454	447,077
Loans payable, related parties	88,395	720,771
Loans payable, current portion	725,461	381,936
Accrued wages and related taxes payable	514,773	563,359
Total current liabilities	2,081,418	2,217,140
Total Liabilities	2,081,418	2,217,140
Commitments and Contingencies		
Deficiency in assets		
Common stock - $0.0001 par value, 200,000,000 shares, authorized; 200,000,000 and 82,137,182 issued and outstanding	20,000	8,215
Additional paid in capital	3,206,481	2,452,570
Accumulated deficit	(4,820,766)	(4,590,197)
Total deficiency in assets	(1,594,285)	(2,129,413)
Total liabilities and deficiency in assets	$ 487,133	$ 87,727

The financial information presented herein has been prepared by management
without audit by independent certified public accountants

See accompanying notes to financial statements

FRESH HARVEST PRODUCTS, INC. AND SUBSIDIARIES

Consolidated Statements of Operations

	For the three months ended		For the six months ended	
	April 30, 2010	April 30, 2009	April 30, 2010	April 30, 2009
	Unaudited	***Unaudited***	***Unaudited***	***Unaudited***
Revenue, net	$ 170,804	$ 7,522	$ 188,693	$ 48,159
Cost of goods sold	142,385	3,766	153,596	35,314
Gross profit	28,419	3,756	35,097	12,845
Operating expenses				
Salaries and wages	36,755	73,461	72,755	166,671
Sales and marketing expenses	36,743	72,200	74,077	74,541
Legal and professional fees	53,310	61,241	91,611	68,087
General & administrative	76,406	85,034	157,346	121,963
Total operating expenses	203,214	291,936	395,789	431,261
Income (loss) from operations	(174,795)	(288,180)	(360,692)	(418,416)
Other income (expenses)				
Interest	(37,172)	(22,229)	(63,121)	(42,708)
Depreciation expense	(2,853)	(2,320)	(6,169)	(5,189)
Total other income (expenses)	(40,025)	(24,549)	(69,290)	(47,897)
Income (loss) before provision for income taxes	(214,820)	(312,729)	(429,982)	(466,313)
Provision for income taxes	-	-	-	-
Net (loss) income	$ (214,820)	$ (312,729)	$ (429,982)	$ (466,313)
Basic and diluted earnings (loss) per common share	$ Nil	$ Nil	$ Nil	$ Nil
Weighted average common shares outstanding (basic/diluted)	164,477,153	49,765,219	139,788,934	46,947,072

Nil < ($.01)

The financial information presented herein has been prepared by management without audit by independent certified public accountants

See accompanying notes to financial statements

FRESH HARVEST PRODUCTS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

		Six months ended		
		April 30, 2010		April 30, 2009
		(Unaudited)		*(Unaudited)*
Cash flows from operating activities				
Net income (loss)	$	(429,982)	$	(466,313)
Adjustments to reconcile net loss to provided by (used in) operating activities:				
Stock issued for services		92,707		179,284
Stock issued for conversion of debt		266,500		46,200
Merger costs		-		4,000
Depreciation and amortization		2,853		9,989
(Increase) decrease in assets:				-
Accounts receivable		(68,924)		39,601
Prepaid expenses		(25,465)		
Inventory		(134,080)		1,884
Deposits and other		(31,000)		
Increase (decrease) in accounts payable:				-
Accounts payable		8,421		(200)
Accrued expenses payable		193,377		46,947
Payroll and related taxes payable		(48,586)		153,290
Cash flows (used in) provided by operating activities		(174,179)		14,682
Cash flows from investing activities				
Purchase of fixed assets		(8,330)		-
Cash flows (used in) investing activities		(8,330)		-
Cash flows from financing activities				
Repayment of loans payable		(2,000)		(33,610)
Advances from related parties, net		5,106		-
Proceeds from loans payable		317,260		15,756
Cash flows (used in) provided by financing activities		320,366		(17,854)
Net increase (decrease) in cash		137,857		(3,172)
Cash and cash equivalents, beginning of period		(83)		3,407
Cash and cash equivalents, end of period		137,774	$	235
Supplemental disclosure of cash flow information:				
Taxes paid		-		-
Interest paid	$	-	$	-

The financial information presented herein has been prepared by management without audit by independent certified public accountants

See accompanying notes to financial statements

NOTE 1. NATURE OF OPERATIONS AND LIQUIDITY

Nature of Operations

Fresh Harvest Products, Inc. and Subsidiaries ("the Company") was incorporated in New Jersey on April 21, 2005.

From inception through October 31, 2007, the Company devoted substantially all of its efforts to gain market acceptance of its products. During that period, it was considered to be in the development stage. As of November 01, 2007, the Company began generating revenue and accordingly is no longer considered to be in the development stage.

The Company develops on a proprietary basis, markets and sells organic and natural food and beverage products. The Company sells its products to consumers through local, regional and national supermarkets, retailers, distributors, brokers, wholesalers and an online web-store.

Wings of Nature, LLC, formed in August 2009 is a wholly owned subsidiary of the Company.

A.C. LaRocco, Inc. ('LaRocco") was formed in March 2010 and is a wholly owned subsidiary of the Company. LaRocco will operate the business that owns the organic pizza products. The acquired assets as of March 2, 2010 and the related operations from March 2, 2010 through April 30, 2010 are included in the accompanying unaudited interim consolidated financial statements as of and the six months ended April 30, 2010.

Liquidity and Going Concern

The accompanying unaudited interim consolidated financial statements have been prepared on a going-concern basis, which contemplates the continuation of operations, realization of assets and liquidation of liabilities in the ordinary course of business. For the six months ended April 30, 2010 and 2009, the Company generated net losses of $429,982 and $466,313, respectively. As of April 30, 2010, the Company has an accumulated deficit of $4,820,766 and had cash of $137,774.

Management believes that additional capital will be required to fund operations through the year ending October 31, 2010 and beyond, as it attempts to generate increasing revenue, and develops new products. Management intends to raise capital through additional equity and convertible debt offerings. There can be no assurance that the Company will be successful in obtaining financing at the level needed or on terms acceptable to the Company. In addition, there is no assurance, assuming the Company is successful in raising additional capital that the Company will be successful in achieving profitability or positive cash flow. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The accompanying unaudited interim financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The Company's auditors' in their audit report as of and for the two years ended October 31, 2009 contained in Form 10-K filed with the SEC on February 16, 2010 expresses substantial doubt that the Company will continue as a going concern.

NOTE 2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with generally accepted accounting principles and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") and reflect all adjustments, consisting of normal recurring adjustments, which management believes are necessary to fairly present the financial position, results of operations and cash flows of the Company for the respective periods presented. The results of operations for an interim period are not necessarily indicative of the results that may be expected for any other interim period or the year as a whole. The accompanying unaudited interim consolidated financial statements should be read in conjunction with the audited financial statements and notes thereto in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2009 as filed with the SEC on February 16, 2010.

Reclassifications

Certain amounts in the accompanying unaudited financial statements as of April 30, 2009 have been reclassified by the Company to conform to the April 30, 2010 presentation. These reclassifications had no effect on the previously reported net loss.

Summary of Significant Accounting Policies

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 Charge-backs Receivable

The Company performs ongoing credit evaluations on existing and new customers. 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. The Company believes there are no credit exposures at this time. There can be no assurance that the Company would have the same experience with the accounts 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 the Company markets and sells products.

Inventory

As of April 30, 2010, the inventory is valued at the lower of actual cost or market, utilizing the first-in, first-out method. The Company provides write-downs for finished goods expected to become non-saleable due to age and specifically identify and provide for slow moving products and packaging. As of April 30, 2010, the Company determined that there was no need for a reserve for obsolete inventory.

Property and Equipment

Property and equipment is carried at cost and depreciated or amortized on a straight-line basis over their estimated useful life. The Company believes the asset lives assigned to property and equipment is within the ranges/guidelines generally used in food manufacturing and distribution businesses. Depreciation is provided for on a straight-line basis over the useful life of the assets of five years. Ordinary repairs and maintenance are expensed as incurred.

Depreciation expense was $6,169 and $5,189 for the six months ended April 30, 2010 and 2009, respectively.

Earnings per Share

The basic earnings (loss) per share are 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 6,503,495 related to convertible loans were not included in the calculation for any periods presented as they are anti-dilutive.

Dividends

The Company has not yet adopted any policy regarding payment of dividends. No dividends have been paid during the six months ended April 30, 2010 and 2009, respectively.

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 as incurred. Advertising for the six months ended April 30, 2010 and 2009 was zero and $1,350, respectively.

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.

Cash and Cash Equivalents

The Company maintains cash balances in non-interest bearing accounts that currently do not exceed federally insured limits. For the purpose of the statements of cash flows, all highly liquid investments with a maturity of three months or less are considered to be cash equivalents. There were no cash equivalents as of April 30, 2010.

Fair Value of Financial Instruments

The Company's financial instruments, including cash, accounts receivable, and accounts payable are reflected in the accompanying interim unaudited consolidated financial statements at carrying value, which approximates fair value because of the short-term maturity of these instruments.

Net Loss Per Share Calculation

Basic net loss per common share ("EPS") is computed by dividing income available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted earnings per shares is computed by dividing net income by the weighted average shares outstanding, assuming all dilutive potential common shares were issued.

The weighted-average number of common shares outstanding for computing basic EPS for the six months ended April 30, 2010 and 2009 were 139,788,934 and 46,947,072, respectively.

Impairment of Long-Lived Assets

Long-lived assets such as property and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset.

Assets to be disposed of would be separately presented in the balance sheet and reported at the lower of the carrying amount or the fair value less costs to sell, and are no longer depreciated. The assets and liabilities of a disposal group classified as held for sale would be presented separately in the appropriate asset and liability sections of the balance sheet. The Company's impairment analyses did not result in an impairment charge through April 30, 2010.

Share-based compensation

The Company accounts for common stock issued to employees, directors, and consultants in accordance with the provisions of ASC 718 – Stock Compensation. The compensation cost relating to share-based payment transactions will be recognized in the consolidated financial statements. The cost associated with common stock issued to employees, directors and consultants will recognized, at fair value, on the date issued. Awards granted to non-employee consultants will be subsequently re-measured to current fair value until performance is completed or a performance commitment exists.

Accounting for Uncertain Tax Positions

The Company and or its subsidiaries file income tax returns in the US Federal jurisdiction and various state, and local jurisdictions. The Company is no longer subject to US Federal income tax examination by tax authorities for the years prior to October 31, 2006.

With respect to state and local with limited exception, the Company and or its subsidiaries are no longer subject to income tax audits prior October 31, 2006. In the normal course of business, the Company is subject to examination by various taxing authorities. Although the outcome of tax audits is always uncertain, the Company believes that adequate amounts of tax, interest and penalties have been provided for any adjustments that may result from these open tax years. Based on Management's review of the Company's tax position, the Company and or subsidiaries had no significant unrecognized tax liabilities as of April 30, 2010.

NOTE 3. IMPACT OF RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

During 2009, the Company adopted the "FASB Accounting Standards Codification" and the Hierarchy of Generally Accepted Accounting Principles (ASC-105), (formerly SFAS No. 168, The "FASB Accounting Standards Codification" and the Hierarchy of Generally Accepted Accounting Principles). This standard establishes only two levels of U.S. generally accepted accounting principles ("GAAP"), authoritative and nonauthoritative. The Financial Accounting Standard Board ("FASB") Accounting Standards Codification (the "Codification") became the source of authoritative, nongovernmental GAAP, except for rules and interpretive releases of the SEC, which are sources of authoritative GAAP for SEC registrants. The Company adopted the ASC in 2009. As the Codification was not intended to change or alter existing GAAP, it did not have any impact on the Company's consolidated financial statements.

During 2009, the Company adopted an accounting standard update regarding the determination of the useful life of intangible assets. As codified in ASC-350 (formerly FSP No. 142-3, "Determination of the Useful Life of Intangible Assets"), this update amends the factors considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under intangibles accounting. It also requires a consistent approach between the useful life of a recognized intangible asset under prior business combination accounting and the period of expected cash flows used to measure the fair value of an asset under the new business combinations accounting (as currently codified under ASC-850). The update also requires enhanced disclosures when an intangible asset's expected future cash flows are affected by an entity's intent and/or ability to renew or extend the arrangement. The adoption of this accounting update has not had a significant impact on the Company's consolidated financial position, results of operations or cash flows.

During 2009, the Company adopted a new accounting standard for subsequent events, as codified in ASC-855 (formerly SFAS No. 165, Subsequent Events). The update modifies the names of the two types of subsequent events either as recognized subsequent events (previously referred to in practice as Type I subsequent events) or non-recognized subsequent events (previously referred to in practice as Type II subsequent events). In addition, the standard modifies the definition of subsequent events to refer to events or transactions that occur after the balance sheet date, but before the financial statements are issued (for public entities) or available to be issued (for nonpublic entities). The update did not result in significant changes in the practice of subsequent event disclosures, and therefore the adoption has not had a significant impact on the Company's consolidated financial position, results of operations or cash flows.

During 2009, the Company adopted an accounting standard update regarding accounting for income taxes as codified in ASC-740-10 (formerly FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes – an Interpretation of FASB Statement No. 109). This standard update prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This Interpretation also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Company's adoption of this interpretation did not have a material impact on the Company's consolidated financial statements.

In February 2008, the FASB issued an accounting standard update that delayed the effective of fair value measurements accounting for all non-financial assets and non-financial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually), until fiscal years beginning after November 15, 2008. The Company adopted this accounting standard update during 2009. The adoption of this update to non-financial assets and liabilities, as codified in ASC-820 (formerly FSP 157-2, "Effective Date of FASB Statement No. 157"), has not had a significant impact on the Company's consolidated financial position, results of operations or cash flows.

NOTE 4. UNPAID PAYROLL TAXES AND FEDERAL TAX LIENS

As of April 30, 2010, the Company owed the Internal Revenue Service and New York State payroll related taxes in the amount of $137,711 plus applicable interest and penalties. The Internal Revenue Service has placed a Federal Tax Lien on the assets of the Company. The Company is currently negotiating a payment plan with both tax authorities, however, no payments have been made as of April 30, 2010.

NOTE 5. ADVANCES FROM RELATED PARTIES

As of April 30, 2010 and 2009, the outstanding balance on advances from related parties was $88,395 and $720,771, respectively. All of the advances are documented as convertible notes payable.

During the six months ended $632,376 of these advances from related parties were converted to restricted common share of the Company.

NOTE 6. ASSET PURCHASE AGREEMENT

In March 2010, the Company acquired certain assets of an operating company, which the Company will operate under a wholly-owned subsidiary, A.C. LaRocco, Inc.

The accompanying unaudited consolidated interim financial statements include purchased assets of $8,330 acquired as part of the transaction. In addition, the income and expenses related to this newly formed subsidiary have been included in the operations since the date of inception. Total revenue and net loss from the date of the acquisition through April 30, 2010 were $156,738 and $21,970, respectively.

NOTE 7. PROVISION FOR INCOME TAXES

As of April 30, 2010, the Company provides for income taxes by 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. This also 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.

The Company has approximately $1,685,000 in gross deferred tax assets at April 30, 2010, resulting from net operating loss carry forwards. A valuation allowance has been recorded to fully offset these deferred tax assets because the future realization of the related income tax benefits is uncertain. Accordingly, the net provision for income taxes is zero as of April 30, 2010. As of April 30, 2010, the Company has federal net operating loss carry forwards of approximately $4,215,000 available to offset future taxable income through 2030 subject to the filing of the Company's United States Federal Income Tax Returns.

As of April 30, 2010, the difference between the tax provision at the statutory federal income tax rate and the tax provision attributable to loss before income taxes is as follows (in percentages):

Statutory federal income tax rate	-34%
State taxes - net of federal benefits	-5%
Valuation allowance	39%
Income tax rate – net	0%

The Company and its subsidiaries file income tax returns in the US Federal jurisdiction, state, and local jurisdictions. The Company is no longer subject to US Federal income tax examination by tax authorities for the years prior to October 31, 2006. With respect to state and local with limited exception, the Company and or its subsidiaries are no longer subject to income tax audits prior to October 31, 2006. In the normal course of business, the Company is subject to examination by various taxing authorities. Although the outcome of tax audits is always uncertain, the Company believes that adequate amounts of tax, interest and penalties have been provided for any adjustments that may result from these open tax years.

Based on Management's review of the Company's tax position, the Company and subsidiaries had no significant unrecognized tax liabilities as of April 30, 2010 and 2009, respectively.

NOTE 8. NOTES PAYABLE

As of April 30, 2010 and 2009, the notes payable are as follows:

	April 30, 2010	April 30, 2009
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 or a total of 200,000 shares. The Company is currently negotiating extensions of these loans	$ 90,000	$ 90,000
Convertible loan bearing interest at a rate of 12% and due September 2008. The loan is convertible into common shares at any time at a conversion rate of $2.00 per share for a total of 50,000 shares.	64,300	64,300
Convertible loan bearing interest at a rate of 10% and due November 30, 2008. The loan is convertible into common shares at any time at a conversion rate of $0.85 per share, for a total of 58,823 shares.	50,000	50,000
Convertible loan bearing interest at a rate of 10% and due December 23, 2008. The loan is convertible into common shares at any time at a conversion rate of $0.95 per share, for a total of 18,948 shares.	18,000	18,000
Convertible note bearing interest at a rate of 10% and due February 2009. The note is convertible into common shares at any time at the option of the lender or the Company at a $0.50 per share or a 35% discount of the market price of the Company's common shares.	15,000	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	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	35,000
Convertible notes bearing interest at a rate of 10% and due June 2009. The note is convertible into common shares at any time at the option of the lender or the Company at $0.50 per share or a 25% discount of the market price of the Company's common shares.	15,000	15,000
Non-Convertible Short Term Loan bearing an interest rate of 12% due January 2009.	19,636	31,500
Non-Convertible Short Term Loan bearing an interest rate of 12% due February 2009.	-	7,410
Convertible note bearing interest at a rate of 12% due August 2012.	45,000	-
Convertible demand notes bearing interest at a rate of 5%. The note is convertible into common shares at any time at the option of the lender or the Company at $0.01 per share or a 20% discount of the market price of the Company's common shares.	343,525	-
Total notes payable, current	725,461	356,210
Less: long - term portion	-	-
Total notes payable, current	$ 725,461	$ 356,210

As of April 30, 2010, the Company's Chief Executive Officer had personally guaranteed $124,636 of the notes payable.

NOTE 9. STOCKHOLDERS' EQUITY

As of April 30, 2010 and 2009, there were 200,000,000 shares of Common Stock authorized at par value of $0.0001 per share; 200,000,000 and 64,695,471 shares of common stock outstanding, respectively.

Share - Based Compensation

The Company accounts for common stock issued to employees, directors, and consultants in accordance with the provisions of ASC 718 – Stock Compensation. The compensation cost relating to share-based payment transactions will be recognized in the consolidated financial statements. The cost associated with common stock issued to employees, directors and consultants will recognized, at fair value, on the date issued. Awards granted to non-employee consultants will be subsequently re-measured to current fair value until performance is completed or a performance commitment exists.

Stock Issuances

Stock issuances for the six months ended April 30, 2010 and 2009 are as follows:

Six months ended April 30, 2010:

- In March 2010, the Company issued 7,295,060 shares of its common stock for services rendered to the Company and 56,922,544 shares of common stock for the conversion of debt. These shares were issued under Section 4(2) of the Securities Act of 1933. The shares for services were valued by the Company at $72,951. The shares issued for conversion of debt were valued by the Company at $453,944.

- In February 2010, the Company issued 1,500,000 shares of its common stock for services rendered to the Company. These shares were issued under Section 4(2) of the Securities Act of 1933. The shares for services were valued by the Company at $15,000.

- In January 2010, the Company issued 2,500,000 shares of its common stock for services rendered to the Company and 8,000,000 shares of common stock for the conversion of debt. These shares were issued under Section 4(2) of the Securities Act of 1933. The shares for services were valued by the Company at $25,000. The shares issued for conversion of debt were valued by the Company at $80,000.

- In December 2009, the Company issued 500,000 shares of its common stock for services rendered to the Company and 9,129,925 shares of common stock for the conversion of debt. These shares were issued under Section 4(2) of the Securities Act of 1933. The shares for services were valued by the Company at $5,000. The shares issued for conversion of debt were valued by the Company at $105,000.

- In November 2009, the Company issued 21,854,178 shares of its common stock for services rendered to the Company and 10,061,111 shares of common stock for the conversion of shares. These shares were issued under Section 4(2) of the Securities Act of 1933. The shares for services were valued by the Company at $62,707. The shares issued for conversion of debt were valued by the Company at $81,500.

Six months ended April 30, 2009:

- In April 2009 the Company issued 15,658,346 shares of its common stock for services rendered to the Company. These shares were issued under Section 4(2) of the Securities Act of 1933. These shares were valued by the Company at $156,583.

- In March 2009 the Company issued 4,800,000 shares of its common stock for services rendered to the Company. These shares were issued under Section 4(2) of the Securities Act of 1933. These shares were valued by the Company at $48,000.

- In November 2008 the Company issued 250,000 shares of its common stock for services rendered to the Company. These shares were issued under Section 4(2) of the Securities Act of 1933. These shares were valued by the Company at $5,000.

NOTE 10. COMMITMENTS

As of April 30, 2010 and 2009, the Company had no lease obligations.

NOTE 11. LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN

The accompanying interim unaudited consolidated financial statements have been prepared on a going-concern basis, which contemplates the continuation of operations, realization of assets and liquidation of liabilities in the ordinary course of business.

As reflected in the accompanying quarterly financial statements, the Company experienced a net loss of $429,982 for the six months ended April 30, 2010 and a net loss of $466,313 for the six months ended April 30, 2009, along with an accumulated deficit of $4,820,766 as of April 30, 2010.

Management believes that additional capital will be required to fund operations through the year ended October 31, 2010 and beyond, as it attempts to generate increasing revenue, and develops new products. Management intends to raise capital through additional equity offerings and convertible debt. There can be no assurance that the Company will be successful in obtaining financing at the level needed or on terms acceptable to the Company. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The Company's operations are subject to certain additional risks and uncertainties including, among others, dependence on outside suppliers and manufacturers, competition, dependence on its exclusive license and relationship with the licensor, uncertainties regarding patents and proprietary rights, dependence on key personnel, and other business risks. In addition, there is no assurance, assuming the Company is successful in raising additional capital that the Company will be successful in achieving profitability or positive cash flow.

NOTE 12. SUBSEQUENT EVENTS

As of June 10, 2010, the date the quarterly consolidated financial statements were available to be issued, there are no subsequent events that are required to be recorded or disclosed in the accompanying financial statements as of and for the three months ended April 30, 2010.

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

<u>*Forward-Looking Statements*</u>

This Report contains statements that we believe are, or may be considered to be, "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact included in this Report regarding the prospects of our industry or our prospects, plans, financial position or business strategy, may constitute forward-looking statements. In addition, forward-looking statements generally can be identified by the use of forward-looking words such as "may," "will," "expect," "intend," "estimate," "foresee," "project," "anticipate," "believe," "plans," "forecasts," "continue" or "could" or the negatives of these terms or variations of them or similar terms. Furthermore, such forward-looking statements may be included in various filings that we make with the SEC or press releases or oral statements made by or with the approval of one of our authorized executive officers. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot assure you that these expectations will prove to be correct. These forward-looking statements are subject to certain known and unknown risks and uncertainties, as well as assumptions that could cause actual results to differ materially from those reflected in these forward-looking statements. Readers are cautioned not to place undue reliance on any forward-looking statements contained herein, which reflect management's opinions only as of the date hereof. Except as required by law, we undertake no obligation to revise or publicly release the results of any revision to any forward-looking statements. You are advised, however, to consult any additional disclosures we make in our reports to the SEC. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained in this Report.

<u>Overview</u>

We began realizing revenues from operations during the quarter ending July 31, 2006, and, as of November 1, 2007 we are no longer a development stage company.

We were formed in New Jersey as a blank check company on April 21, 2005 with no operations, assets or purpose other than the purpose of seeking a privately held operating company as an acquisition or merger candidate. On December 16, 2005, we acquired Fresh Harvest Products, Inc., a New York corporation, a development stage company in the organic food business, and absorbed its operations into our business. As a result of the acquisition, we were 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.

Since the acquisition, our business plan has been to develop proprietary products to sell, market and distribute. Some of our products include: organic snack and coffee Bars that have no refined sugar, are cholesterol free, trans fat free, low in sodium and gluten free and organic coffee from South America and Africa. Our goal is to bring healthy, great tasting organic food products at affordable prices to the mass markets. We are now selling the product line to select supermarkets chains in the eastern part of the United States.

Our primary efforts have been devoted to selling our line of organic food and beverage 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 April 30, 2010, the Company had current assets of $423,894 that includes $137,774 cash, net accounts receivable of $77,682 and inventory of $177,438. Management believes that the liquid cash and other liquid assets on hand as of April 30, 2010 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. 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 audited financial statements contained in our annual report as of and for the two years ended October 31, 2009, as reported on Form 10-K filed with the SEC on February 16, 2010, 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.

The Company's auditors' in their audit report as of and for the two years ended October 31, 2009 contained in Form 10-K filed with the SEC on February 16, 2010 expresses substantial doubt that the Company will continue as a going concern.

Recent Events in the Second Quarter

In March 2010, the Company entered into the business of marketing and distributing all natural and organic, whole grain, heart healthy pizzas, including organic thin pizzas with sprouted grain crust with the acquisition of certain assets of Take and Bake, Inc., a Washington limited liability company, doing business as A.C. LaRocco Pizza Company ("Seller"). The acquisition calls for the payment of cash over a five year period and stock *(to be issued).* The Sellers's two principals have been retained in sales and marketing capacities. To affect its new business, the Company formed A.C. LaRocco, Inc. (a Delaware corporation). *See the Current Report on to Form 8-K filed by the Company on April 30, 2010.*

Plan of Operation for the Next Twelve Months

Our plan of operation for the twelve months following the date of this annual report is to continue to develop and expand our business operations to have sustainable cash flow. To date we have not had sufficient capital to fully implement this plan. The plan of operation over the next 12 months may include, but not exclusively, activities such as: Capitalization including obtaining financing through equity and/or debt financing. Currently, we do not have sufficient financial resources to implement or complete our business plan. We anticipate that we will need a minimum of an additional approximate $600,000 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 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.

- Product Inventory for Sales and Distribution through our customer base will consist principally of Natural Food Distributors, Retailers and Supermarkets. Our products are sold through a Specialty Food Distributor Network of sales professionals, supported where necessary by third-party Food Brokers to minimize costs and maximize efficiencies. Estimated cost: $350,000.

- Commence marketing, advertising and promotion programs to increase brand equity and awareness through the targeting of specific consumer groups through targeted retail outlets utilizing specialty food distributors. Estimated cost: $150,000.

- Salaries, including for present employees and possible new hiring of additional management personnel and appropriate operating and sales staff. Estimated cost: $100,000.

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

We commenced operations and first realized revenues from operations during our third quarter of fiscal year 2006. It is our plan that our business operations will generate sufficient revenues to sustain our operations and cash flow by October 31, 2011.

We have been purchasing a minimum number of products (coffee, health and coffee and salsa), and anticipate 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 April 30, 2010, of approximately $423,894 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 hiring will have a significant impact on our liquidity and deployment of funds.

Results of Operations for the Three Months Ending April 30, 2010 and April 30, 2009.

For the quarter ended April 30, 2010, we recorded revenues of $170,804 versus revenues of $7,522 in the same period of 2009. The increase in revenues is attributed to the acquisition of certain assets of AC LaRocco Pizza Company and increase in marketing initiatives and sales of the bars.

Gross profit defined as revenues less cost of goods sold, was $28,419 for the quarter ended April 30, 2010, compared to $3,756 for the quarter ended April 30, 2009. The difference is attributed to the fact that there was an increase in revenues of our products.

We incurred operating expenses in the amount of $203,214 for the quarter ended April 30, 2010, and $291,936 for the quarter ended April 30, 2009. This increase in operating expenses is attributed to the Company's increase in non-cash activity, such as share issuances for services rendered, as well as the addition of the acquisition and related expenses.

Our net loss was $214,820 for the quarter ended April 30, 2010 which was a decrease from $312,729 for the quarter ended April 30, 2009. The decrease was primarily a result of an increase in revenues and gross profit.

Results of Operations for the Six Months Ending April 30, 2010 and April 30, 2009.

For the six months ended April 30, 2010, we recorded revenues of $188,693 versus revenues of $48,159 in the same period of 2009. The increase in revenues is attributed to the acquisition of certain assets of AC LaRocco Pizza Company and increase in marketing initiatives and sales of the bars.

Gross profit defined as revenues less cost of goods sold, was $35,097 for the six months ended April 30, 2010, compared to $12,845 for the six months ended April 30, 2009. The difference is attributed to the fact that there was an increase in revenues of products.

We incurred operating expenses in the amount of $395,789 for the six months ended April 30, 2010, and $431,261 for the six months ended April 30, 2009. This increase in operating expenses is attributed to the Company's increase in non-cash activity, such as share issuances for services rendered, as well as the addition of the acquisition and related expenses.

Our net loss was $429,982 for the six months ended April 30, 2010, which was an increase from $466,313 for the six months ended April 30, 2009. The increase was primarily a result of increase in revenues and gross profit.

The following is a summary of the Company's cash flows from operating, investing, and financing activities:

	For the Six Months Ended			
	April 30, 2010		April 30, 2009	
Net cash (used in) provided by operating activities	$	(174,179)	$	14,682
Net cash (used in) investing activities	$	(8,330)	$	-
Net cash provided (used in) financing activities	$	320,366	$	(17,854)
Net increase in cash and cash equivalents	$	137,857	$	(3,172)
Cash and cash equivalents, beginning of period	$	(83)	$	3,407
Cash and cash equivalents, end of period	$	137,774	$	235

Liquidity and Capital Resources

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

At April 30, 2010, we had current assets of $423,894 including $137,774 cash, inventory of $177,438 and accounts receivable of $77,682. We had net fixed assets with a net book value of $37,774.

Off Balance Sheet Arrangements

As of April 30, 2010, we do not have any off balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, revenues, and results of operations, liquidity or capital expenditures.

Seasonality

Our operating results are not affected by seasonality.

Inflation

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

Principal Commitments

As of April 30, 2010, we did not have any material commitments for capital expenditures.

Critical Accounting Policies

Our interim unaudited consolidated financial statements as of April 30, 2010 have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of financial statements in accordance with generally accepted accounting principles requires our management to make estimates and assumptions that affect the reported amounts of assets and liabilities, including the recoverability of tangible and intangible assets, disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of expenses during the periods covered.

The Securities and Exchange Commission issued Financial Reporting Release No. 60, "Cautionary Advice Regarding Disclosure about Critical Accounting Policies" suggesting that companies provide additional disclosure and commentary on their most critical accounting policies. In Financial Reporting Release No. 60, the Securities and Exchange Commission has defined the most critical accounting policies as the ones that are most important to the portrayal of a company's financial condition and operating results, and require management to make its most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. A summary of accounting policies that have been applied to the historical financial statements can be found in note no. 2 to our unaudited interim consolidated financial statements contained elsewhere in the Form 10-Q

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

Item 3. Quantitative and Qualitative Disclosures about Market Risk

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

Item 4T. Controls and Procedures

Evaluation of Controls and Procedures.

In accordance with Exchange Act Rules 13a-15 and 15d-15, our management is required to perform an evaluation under the supervision and with the participation of the Company’s management, including the Company’s principal executive officer and principal financial officer, of the effectiveness of the design and operation of the Company’s disclosure controls and procedures as of the end of the period.

Evaluation of Disclosure Controls and Procedures

Based on their evaluation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of April 30, 2010, our Principal Executive Officer and Principal Financial Officer have concluded that our disclosure controls and procedures were not effective to ensure that the information required to be disclosed by us in this Report was (i) recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and instructions for Form 10-Q.

Our Principal Executive Officer and Principal Financial Officer have concluded that our disclosure controls and procedures had the following deficiency:

- We were unable to maintain any segregation of duties within our business operations due to our reliance on a single individual fulfilling the role of chief executive officer and chief financial officer. While this control deficiency did result in audit adjustments to our 2008 and 2009 annual financial statements, additionally, it could have resulted in a material misstatement that might have been prevented or detected by a segregation of duties. Accordingly we have determined that this control deficiency constitutes a material weakness.

To the extent reasonably possible, given our limited resources, our goal is, upon sufficient additional financing, to separate the responsibilities of principal executive officer and principal financial officer, intending to rely on two or more individuals. We will also seek to expand our current board of directors to include additional individuals willing to perform directorial functions. Since the recited remedial actions will require that we hire or engage additional personnel, this material weakness may not be overcome in the near term due to our limited financial resources. Until such remedial actions can be realized, we will continue to rely on the advice of outside professionals and consultants.

Changes in Internal Controls.

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the three months ended April 30, 2010 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II
OTHER INFORMATION

Item 1. Legal Proceedings.

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

Item 1A. Risk Factors.

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

The above statement notwithstanding, shareholders and prospective investors should be aware that an investment in our business is extremely high risk and investors should be aware that his or her entire investment in the Company may be lost. The many risks that exist with respect to the Company and its business include, but are not limited to: its limited assets, dependence upon its sole officer who has other unrelated business interests, lack of significant revenues and only losses since inception, industry risks, the need for additional capital; risks inherent in obtaining its products from sources outside the United States such as political and economic unrest and instability, the threat of military actions and terrorist activities; among other factors. The Company's management is aware of these risks and has established the minimum controls and procedures to insure adequate risk assessment and execution to reduce loss exposure.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

<u>Six months ended April 30, 2010:</u>

- During the quarter ended April 30, 2010, the Company had a total of $319,320 loaned to the Company, in the form of convertible demand notes ("the Notes"). The Notes contain a conversion feature of the lower of a price of $0.01 per share or a 20% discount to the market price. The Notes have certain restrictions; such as, the total percentage of the common shares received upon conversion cannot total more than 4.9% of the outstanding common shares of the Company.

- In March 2010, the Company issued 7,295,060 shares of its common stock for services rendered to the Company and 56,922,544 shares of common stock for the conversion of debt. These shares were issued under Section 4(2) of the Securities Act of 1933. The shares for services were valued by the Company at $72,951. The shares issued for conversion of debt were valued by the Company at $453,944.

- In February 2010, the Company issued 1,500,000 shares of its common stock for services rendered to the Company. These shares were issued under Section 4(2) of the Securities Act of 1933. The shares for services were valued by the Company at $15,000.

- In January 2010, the Company issued 2,500,000 shares of its common stock for services rendered to the Company and 8,000,000 shares of common stock for the conversion of debt. These shares were issued under Section 4(2) of the Securities Act of 1933. The shares for services were valued by the Company at $25,000. The shares issued for conversion of debt were valued by the Company at $80,000.

- In December 2009, the Company issued 500,000 shares of its common stock for services rendered to the Company and 9,129,925 shares of common stock for the conversion of debt. These shares were issued under Section 4(2) of the Securities

Act of 1933. The shares for services were valued by the Company at $5,000. The shares issued for conversion of debt were valued by the Company at $105,000.

- In November 2009, the Company issued 21,854,178 shares of its common stock for services rendered to the Company and 10,061,111 shares of common stock for the conversion of shares. These shares were issued under Section 4(2) of the Securities Act of 1933. The shares for services were valued by the Company at $62,707. The shares issued for conversion of debt were valued by the Company at $81,500.

Item 3. Defaults Upon Senior Securities.

N/A

Item 4. Removed and Reserved

Item 5. Other Information.

N/A

Item 6. Exhibits.

Exhibit No.	Description
31.1	Certification by Michael Jordan Friedman, the Principal Executive Officer and Principal Financial Officer of Fresh Harvest Products, Inc., pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification by Michael Jordan Freidman, the Principal Executive Officer and Principal Financial Officer of Fresh Harvest Products, Inc., pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, there unto duly authorized.

Dated: June 10, 2010

FRESH HARVEST PRODUCTS, INC.
/s/ Michael Jordan Freidman
Michael Jordan Friedman
Chief Executive Officer, President and Chairman
(Principal Executive Officer)
(Principal Financial/Accounting Officer)

Exhibit 31.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, MICHAEL JORDAN FRIEDMAN, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended April 30, 2010 of Fresh Harvest Products, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are 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 quarterly report is being prepared;
    b) designed such internal controls over financial reporting, or caused such internal controls 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 (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our 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 controls 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 controls over financial reporting.

FRESH HARVEST PRODUCTS, INC.

Dated: June 10, 2010

/s/ Michael Jordan Friedman

Michael Jordan Freidman
Chief Executive Officer, President and Chairman
(Principal Executive Officer)
(Principal Financial/Accounting Officer)

Exhibit 32.1

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

In connection with the Quarterly Report of Fresh Harvest Products, Inc. (the “Registrant”) on Form 10-Q for the quarter ended April 30, 2010 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Michael Jordan Friedman, Principal Executive Officer and the Principal Financial Officer of the Registrant, 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) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Dated: June 10, 2010

FRESH HARVEST PRODUCTS, INC.
/s/ Michael Jordan Friedman

Michael Jordan Freidman
Chief Executive Officer, President and Chairman
(Principal Executive Officer)
(Principal Financial/Accounting Officer)