INNOVATIVE FOOD HOLDINGS INC
Form 10QSB
July 31, 2008

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

FORM 10-QSB

x Quarterly report pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934.

For the quarterly period ended June 30, 2007

o Transition report pursuant to Section 13 or 15(d) of the Exchange Act for the transition period from _________ to _________.

Commission File Number: 0-9376

INNOVATIVE FOOD HOLDINGS, INC.
(Exact Name of Small Business Issuer as Specified in its Charter)

Florida (State of or Other Jurisdiction of Incorporation or Organization)	20-1167761 (IRS Employer I.D. No.)

1923 Trade Center Way
Naples, Florida 34109
(Address of Principal Executive Offices)

(239) 596-0204
(Issuer's Telephone Number, Including Area Code)

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Issuer 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 o

Indicate by check mark whether the issuer is a shell company (as defined in Regulation 12b-2 of the Exchange Act:

YES o NO x

State the number of shares outstanding of each of the issuer's classes of Common equity, as of the latest practicable date:

171,787,638 Common Shares (post-reverse split) as of April 14, 2008

Transitional Small Business Disclosure Format:

YES o NO x

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PART I - FINANCIAL INFORMATION

Innovative Food Holdings, Inc. and subsidiary
Condensed Consolidated Balance Sheet
(unaudited)

	June 30, 2007
ASSETS	
Current assets	
Cash and cash equivalents	$ 37,074
Accounts receivable net	190,509
Interest receivable	7,147
Loan receivable, net	285,000
Other current assets	18,236
Total current assets	537,966
Property and equipment, net	75,799
	$ 613,765
LIABILITIES AND STOCKHOLDERS' DEFICIENCY	
Current liabilities	
Accounts payable and accrued liabilities	$ 581,702
Accrued interest, net	245,845
Accrued interest - related parties, net	124,205
Notes payable, current portion	927,640
Notes payable - related parties, current portion	411,000
Penalty for late registration of shares	275,808
Warrant liability	493,853
Conversion option liability	529,951
Total current liabilities	3,590,004
Notes payable	18,577
Stockholders’ deficiency	
Common stock, $0.0001 par value; 500,000,000 shares authorized; 149,787,638 shares issued and 139,787,638 shares outstanding (post reverse-splits)	14,979
Additional paid-in capital	519,292
Accumulated deficit	(3,529,087)
Total stockholders’ deficiency	(2,994,816)
	$ 613,765

See notes to the condensed consolidated financial statement

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Innovative Food Holdings, Inc. and subsidiary
Condensed Consolidated Statements of Operations
(unaudited)

	Three months ended June 30, 2007	Three months ended June 30, 2006 (Restated)	Six months ended June 30, 2007	Six months ended June 30, 2006 (Restated)
Sales	$ 1,704,209	$ 1,840,270	$ 3,304,408	$ 3,479,445
Cost of goods sold	1,260,890	1,398,322	2,406,112	2,670,228
Gross Margin	443,319	441,948	898,296	809,217
Selling, General and administrative expenses	427,873	586,954	827,764	1,036,639
Total operating expenses	427,873	586,954	827,764	1,036,639
Operating income (loss)	15,446	(145,006)	70,532	(227,422)
Other (income) expense:				
Interest (income) expense-net	81,859	86,880	158,133	158,647
Penalty for late registration of shares	14,280	556,320	51,712	1,221,952
Change in fair value of warrant liability	2,076	(638,829)	(27,753)	532,835
Change in fair value of conversion option liability	(20,259)	(1,270,054)	92,744	367,581
(Gain) loss from marking to market	(11,280)	(141,080)	(38,464)	6,208
	66,676	(1,406,763)	236,372	2,287,223
(Loss) income before income taxes expense	(51,230)	1,261,757	(165,840)	(2,514,645)
Income tax expense	-	-	-	-
Net (loss) income	$ (51,230)	$ 1,261,757	$ (165,840)	$ (2,514,645)
Net (loss) income per share - basic (post reverse-splits)	$ (0.00)	$ 0.01	$ (0.00)	$ (0.02)
Net (loss) income per share – diluted (post reverse-split)	$ (0.00)	$ 0.00	$ (0.00)	$ (0.02)
Weighted average shares outstanding - basic (post reverse-splits)	148,666,209	116,952,912	148,595,605	111,913,251
Weighted average shares outstanding- diluted (Post	148,666,209	501,964,901	148,595,605	111,913,251

reverse-split)

See notes to the condensed consolidated financial statement

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Innovative Food Holdings, Inc. and Subsidiary
Condensed Consolidated Statements of Cash Flows
(unaudited)

	Six months ended June 30, 2007	Six months ended June 30, 2006 (Restated)
Cash flows from operating activities:		
Net loss	$ (165,840)	$ (2,514,645)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation and amortization	29,967	25,372
Value of warrants issued	-	17,394
Stock issued as bonuses to employees and board members	8,125	49,901
Amortization of discount on note payable issued to officer for salary	27,000	-
Cost of penalty due to late registration of shares	51,712	1,221,952
Change in operating fair value of warrant liability	(27,753)	543,586
Change in fair value of conversion option liability	92,744	367,581
(gain) loss from marking to market-penalty	(38,464)	6,208
Changes in operating assets and liabilities:		
Accounts receivable, net	125,190	108,072
Prepaid and other current assets	(2,730)	(17,152)
Accounts payable and accrued expenses	(164,909)	252,142
Net cash (used in) provided by operating activities	(64,958)	60,411
Cash flows from investing activities:		
Loan receivable	-	(190,000)
Acquisition of property and equipment	(13,138)	(25,787)
Net cash used in investing activities	(13,138)	(215,787)
Cash flows from financing activities:		
Principal payments on notes payable	(3,348)	(10,000)
Proceeds from issuance of debt	-	160,000
Net cash (used in) provided by financing activities	(3,348)	150,000
Decrease in cash and cash equivalents	(81,444)	(5,376)
Cash and cash equivalents at beginning of period	118,518	10,203
Cash and cash equivalents at end of period	$ 37,074	$ 4,827
Supplemental disclosure of cash flows information:		
Cash paid during the period for:		
Interest	$ -	$ 265
Taxes	$ -	$ -

Common stock issued for services	$	-	$	85,901
Cost of shares issued as penalty for late registration	$	51,712	$	1,221,952
Notes payable issued for acquisition of computer equipment	$	-	$	25,787
Value of warrants and options issued as compensation	$	-	$	17,394
Revaluation of conversion option liability	$	92,744	$	367,581
Revaluation of liability for options and warrants	$	(27,753)	$	543,586
Revaluation of penalty for late registration of shares	$	(38,464)	$	6,208
Cancellation of shares of common stock	$	557	$	-
Common stock issued to employees as bonus	$	8,125	$	-
Common stock issued for conversion of accrued interest	$	4,000	$	-

See notes to the condensed consolidated financial statement

INNOVATIVE FOOD HOLDINGS, INC. AND SUBSIDIARY
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. BASIS OF PRESENTATION AND NATURE OF BUSINESS OPERATIONS

Basis of Presentation

The accompanying unaudited consolidated financial statements of Innovative Food Holdings, Inc., and Food Innovations, Inc. ("FII"), its wholly-owned subsidiary (collectively, the "Company" or "IVFH") have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. They do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for a complete financial statement presentation. U.S. accounting principles also contemplate continuation of the Company as a going concern.

Acquisition and Corporate Restructure

We were initially formed in June 1979 as Alpha Solarco Inc., a Colorado corporation. From June 1979 through February 2004, we were either inactive or involved in discontinued business ventures. In February 2003 we changed our name to Fiber Application Systems Technology, Ltd.

On January 26, 2004, through a share exchange, the shareholders of FII converted 10,000 shares (post-reverse split) of FII common stock outstanding into 25,000,000 shares (post-reverse split) of IVFH. On January 29, 2004, in a transaction known as a reverse acquisition, the shareholders of IVFH exchanged 25,000,000 shares (post-reverse split) of IVFH for 25,000,000 shares (post-reverse split) of Fiber Application Systems (formerly known as Alpha Solarco) (“Fiber”), a publicly-traded company. The shareholders of IVFH thus assumed control of Fiber, and Fiber changed its name to Innovative Food Holdings, Inc. The 25,000,000 shares (post-reverse split) of Innovative Food Holdings are shown on the Company’s balance sheet at December 31, 2003 as shares outstanding. These shares are shown at their par value of $2,500 as a decrease of additional paid-in capital at the acquisition date of January 29, 2004. There were 157,037 shares (post-reverse split) outstanding in Fiber at the time of the reverse acquisition; the par value of these shares, or $16, was transferred from additional paid-in capital at the time of the reverse acquisition.

2. NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES

Business Activity

FII is in the business of providing premium white tablecloth restaurants with the freshest origin-specific perishables and specialty products direct from its network of vendors to the end users (restaurants, hotels, country clubs, national chain accounts, casinos, and catering houses) within 24-72 hours, except as stated hereafter, eliminating all wholesalers and distributors. We currently sell the majority of our products through a distributor relationship with Next Day Gourmet, L.P., a subsidiary of US Foodservice, Inc. (“USF”), a $20 Billion broadline distributor owned by Dutch grocer Royal Ahold.

Interim Financial Information

The accompanying unaudited interim financial statements have been prepared by the Company, in accordance with generally accepted accounting principles pursuant to Regulation S-B of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in audited financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. Accordingly, these interim financial statements should be read in conjunction with the Company's financial statements and related notes as contained in form 10-KSB for the year ended December 31, 2006. In the opinion of management, the interim financial statements reflect all adjustments, including normal recurring adjustments, necessary for fair presentation of the interim periods presented. The results of the operations for the three and six months ended June 30, 2007 are not necessarily indicative of the results of operations to be expected for the full year.

Reclassification

Certain reclassifications have been made to conform prior periods' data to the current presentation. These reclassifications had no effect on reported income.

Going Concern

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. However, the Company has reported a net loss of $51,230, and net income of $1,261,757 for the three months ended June 30, 2007, and 2006, respectively. The Company reported a net loss of $165,840 and $2,514,645 for the six months ended June 30, 2007 and 2006, respectively. The Company also had an accumulated deficit of $3,529,087 and a working capital deficiency of $3,052,038 as of June 30, 2007.

The Company cannot be certain that anticipated revenues from operations will be sufficient to satisfy its ongoing capital requirements. Management's belief is based on the Company's operating plan, which in turn is based on assumptions that may prove to be incorrect. If the Company's financial resources are insufficient the Company may require additional financing in order to execute its operating plan and continue as a going concern. The Company cannot predict whether this additional financing will be in the form of equity or debt, or be in another form. The Company may not be able to obtain the necessary additional capital on a timely basis, on acceptable terms, or at all. In any of these events, the Company may be unable to implement its current plans for growth, repay its debt obligations as they become due or respond to competitive pressures, any of which circumstances would have a material adverse effect on its business, prospects, financial condition and results of operations.

Management plans to take the following steps that it believes will be sufficient to provide the Company with the ability to continue as a going concern. Management intends to raise financing through the sale of its stock or debt instruments in private placements to individual investors. Management may raise funds in the public markets, though there currently are no plans to do so. Management believes that with this financing, the Company will be able to generate additional revenues that will allow the Company to continue as a going concern. This will be accomplished by hiring additional personnel and focusing sales and marketing efforts on the distribution of product through key marketing channels currently being developed by the Company. The Company also intends to pursue the acquisition of certain strategic industry partners where appropriate.

Revenue Recognition

The Company recognizes revenue upon shipment of the product from the vendor. Shipping and handling costs incurred by the Company are included in cost of goods sold.

For revenue from product sales, the Company recognizes revenue in accordance with Staff Accounting Bulletin ("SAB") No. 104, "Revenue Recognition," which superseded SAB No. 101, "Revenue Recognition in Financial Statements." SAB No. 104 requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred; (3) the selling price is fixed and determinable; and (4) collectibility is reasonably assured. Determination of criteria (3) and (4) are based on management's judgments regarding the fixed nature of the selling prices of the products delivered and the collectibility of those amounts. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded. The Company defers any revenue for which the product has not been delivered or is subject to refund until such time that the Company and the customer jointly determine that the product has been delivered or no refund will be required. SAB No. 104 incorporates Emerging Issues Task Force ("EITF") No.

00-21, "Multiple-Deliverable Revenue Arrangements." EITF No. 00-21 addresses accounting for arrangements that may involve the delivery or performance of multiple products, services and/or rights to use assets. The effect of implementing EITF No. 00-21 on the Company's consolidated financial position and results of operations was not significant. This issue addresses determination of whether an arrangement involving more than one deliverable contains more than one unit of accounting and how the arrangement consideration should be measured and allocated to the separate units of accounting. EITF No. 00-21 became effective for revenue arrangements entered into in periods beginning after June 15, 2003. For revenue arrangements occurring on or after August 1, 2003, the Company revised its revenue recognition.

Income Taxes

The Company accounts for income taxes using the liability method. Under the liability method, deferred income taxes are determined based on differences between the financial reporting and tax bases of assets and liabilities. They are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company is required to adjust its deferred tax liabilities in the period when tax rates or the provisions of the income tax laws change. Valuation allowances are established to reduce deferred tax assets to the amounts expected to be realized.

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Disclosures about Fair Value of Financial Instruments

The carrying amounts of the Company's financial instruments, which include accounts receivable and accounts payable, approximate fair value at June 30, 2007.

Inventories

The Company does not currently maintain any material amount of inventory.

Stock-Based Compensation

On January 1, 2006 the company adopted Statement of Financial Accounting Standards No. 123 (revised 2004) "Share-Based Payment" ("SFAS 123 (R), which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors including employee stock options and employee stock purchases related to a Employee Stock Purchase Plan based on the estimated fair values. SFAS 123 (R) supersedes the company's previous accounting under Accounting Principles Board Opinion No.25, "Accounting for Stock Issued to Employees" for the periods beginning fiscal 2006.

The company adopted SFAS 123(R) using the modified prospective transition method, which required the application of the accounting standard as of January 1, 2006. The company's Consolidated Financial Statements as of and for twelve months Ended June 30, 2006 reflect the impact of SFAS 123(R). In accordance with the modified prospective transition method, the company's Consolidated Financial Statements for the prior periods have not been restated to reflect, and do not include the impact of SFAS 123 (R). Stock based compensation expense recognized under SFAS 123(R) for the three and six months ended June 30, 2007 was $0. Pro forma stock based compensation was $0 for the three and six months ended June 30, 2007.

Stock-based compensation expense recognized during the period is based on the value of the portion of share-based payment awards that is ultimately expected to vest during the period.

A summary of option activity as of June 30, 2007, and changes during the periods then ended are presented below:

	Number of Shares		Weighted Average Exercise Price
Options outstanding at December 31, 2006	15,500,000	$	0.021
Exercisable	15,200,000		0.012
Not exercisable	300,000		0.50
Granted	-		-
Exercised	-		-
Cancelled / Expired	-		-
Options outstanding at March 31, 2007	15,500,000	$	0.021
Exercisable	15,300,000	$	0.010
Not exercisable	200,000	$	0.50
Granted	-		-
Exercised	-		-

Cancelled/Expired	-		-
Options outstanding at June 30, 2007	15,500,000	$	0.021
Exercisable	15,300,000	$	0.010
Not exercisable	200,000	$	0.500

Aggregate intrinsic value of options outstanding and options exercisable at June 30, 2007, was $0. Aggregate intrinsic value represents the difference between the company's closing stock price on the last trading day of the fiscal period, which was $0.003 (post-reverse split)as of June 30, 2007, and the exercise price multiplied by the number of options outstanding. As of June 30, 2007 total unrecognized stock-based compensation expense related to non-vested stock options was $0. The total fair value of options vested was $300 for the three and six month periods ended June 30, 2007, and 2006.

Earnings (Loss) per Common Share

The Company computes earnings per share under SFAS 128. Net loss per common share is computed by dividing net loss by the weighted average number of shares of common stock and dilutive common stock equivalents outstanding during the year. Dilutive common stock equivalents consist of shares issuable upon conversion of convertible notes and the exercise of the Company’s stock options and warrants (calculated using the treasury stock method).

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Management Estimates

The presentation of financial statements in conformity with generally accepted accounting principles 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 revenues and expenses during the reporting period. Actual results could differ from those estimates.

Comprehensive Income

The Company has no items of other comprehensive income (loss) for the three and six months ended June 30, 2007.

3. PER SHARE INFORMATION

The Company computes earnings per share under Financial Accounting Standard No.128, "Earnings Per Share" (SFAS 128). Net loss per common share is computed by dividing net loss by the weighted average number of shares of common stock and dilutive common stock equivalents outstanding during the year. Dilutive common stock equivalents consist of shares issuable upon conversion of convertible notes and the exercise of the Company’s stock options and warrants (calculated using the treasury stock method).

4. ACCOUNTS RECEIVABLE

At June 30, 2007, accounts receivable consists of:

Accounts receivable from customers	$	200,509
Allowance for doubtful accounts		(10,000)
Accounts receivable, net	$	190,509

5. LOAN RECEIVABLE

The balance of loan receivable consisted of a loan to Pasta Italiana, Inc. in the amount of $360,000 as of June 30, 2007. These notes bear interest in the amount of 8% per annum. These notes matured on August 24, 2006. At June 30, 2007, the Company has set up an allowance of $75,000 of the loan receivable. The Company stopped accruing interest income on this note at December 31, 2005. At June 30, 2007, interest receivable was $7,147.

6. PROPERTY AND EQUIPMENT, NET

A summary of property and equipment at June 30, 2007, is as follows:

Computer equipment	$	261,588
Furniture and fixtures		62,733
		324,321
Less accumulated depreciation and amortization		(248,522)
Total	$	75,799

Depreciation and amortization expense amounted to $29,967, and $25,372 respectively, for the six months ended June 30, 2007 and 2006, respectively.

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities at June 30, 207:

Accounts payable and accrued expenses	$	579,754
Accrued commissions		1,948
Total	$	581,702

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8. ACCRUED INTEREST

At June 30, 2007 the Company has the following accrued interest on its balance sheet:

	Gross	Discount	Net
Non-related parties	$ 252,683	$ 6,838	$ 245,845
Related parties	124,205	-	124,205
Total	$ 376,888	$ 6,838	$ 370,050

Accrued interest on some of the Company's notes payable is convertible into common stock of the Company at a price of $0.005 per share (post-reverse split) (note 9). There is a beneficial conversion feature embedded in this convertible accrued interest. The Company is amortizing this beneficial conversion feature over the life of the related party notes payable. During the six months ended June 30, 2007, and 2006 the amounts of $31,324 and $40,081 were credited to additional paid-in capital as a discount on accrued interest. The Company amortized to interest expense a total of $40,936, and $40,347 of these discounts during the six months ended June 30, 2007, and 2006, respectively.

9. NOTES PAYABLE AND NOTES PAYABLE TO RELATED PARTIES

The Company has a line of credit with Wachovia Bank in the amount of $25,000. There was no outstanding balance as of June 30, 2007. The Company has a loan payable outstanding for the purchase of a server. At June 30, 2007, the outstanding balance was $23,217.

At June 30, 2007, the Company has outstanding notes payable in the aggregate amount of $1,357,217 Notes payable and notes payable to related parties at June 30, 2007, consist of the following:

	June 30, 2007
Convertible note payable in the original amount of $350,000 to Alpha Capital Aktiengesselschaft ("Alpha Capital"), dated February 25, 2005. This note consists of $100,000 outstanding under a previous note payable which was cancelled on February 25, 2005, and $250,000 of new borrowings. We did not meet certain of our obligations under the loan documents relating to this issuance. These lapses include not reserving the requisite number of treasury shares, selling subsequent securities without offering a right of first refusal, not complying with reporting obligations, not having our common shares quoted on the OTC:BB and not timely registering certain securities. This note is entered technical default status on May 16, 2005. The note originally carried interest at the rate of 8% per annum, and is due in full on February 24, 2007. Upon default, the note's interest rate increased to 15% per annum, and the note became immediately due. The note is convertible into common stock of the Company at a conversion price of $0.005 per share (post-reverse split). A beneficial conversion feature in the amount of $250,000 was recorded as a discount to the note, and was amortized to interest expense during the twelve months ended December 31, 2005. Accrued interest is convertible into common stock of the Company at a conversion price of $0.005 per share (post-reverse split). During the twelve months ended December 31, 2006 the note holder converted $5,000 into shares of common stock. During the twelve months ended December 31, 2006 the holder of the note converted $27,865 of accrued interest into common stock. This note is in default at June 30,	$ 345,000

2007. Interest in the amount of $12,901 was accrued on this note during the three months ended June 30, 2007, and 2006.

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Convertible note payable in the amount of $160,000 to Michael Ferrone, a board member and related party, dated March 11, 2004. The note bears interest at the rate of 8% per annum, and was originally due in full on March 11, 2006. On February 25, 2005, an amendment to the convertible notes was signed which extended the term, which resulted in a new maturity date of October 12, 2006. The note is convertible by the holder into common stock of the Company at a conversion of $0.005 per share (post-reverse split). A beneficial conversion feature in the amount of $160,000 was recorded as a discount to the note, and was amortized to interest expense during the twelve months ended December 31, 2004. Accrued interest is convertible by the holder into common stock of the Company at maturity of the note at a price of $0.005 per share (post-reverse split) Interest in the amount of $3,191 was accrued on this note during the each of the three months ended June 30, 2007, and 2006. This note is in default at June 30, 2007.	160,000
Convertible note payable in the original amount of $100,000 to Joel Gold, a board member and related party, dated October 12, 2004. The note bears interest at the rate of 8% per annum, and was due in full on October 12, 2006. The note is convertible by the holder into common stock of the Company at a conversion price of $0.005 per share (post-reverse split). A beneficial conversion feature in the amount of $100,000 was recorded as a discount to the note, and was amortized to interest expense during the twelve months ended December 31, 2004. Accrued interest is convertible by the holder into common stock of the Company at maturity of the note at a price of $0.005 per share (post-reverse split) . During the twelve months ended December 31, 2006, $75,000 of the principal amount was converted into common stock. Interest in the amount of $498, and $1,732 was accrued on this note during the three months ended June 30, 2007, and 2006, respectively. This note is in default at June 30, 2007.	25,000
Convertible note payable in the amount of $85,000 to Briolette Investments, Ltd, dated March 11, 2004. The note bears interest at the rate of 8% per annum, and is due in Full on March 11, 2006. The note is convertible into common stock of the Company at a conversion of $0.005 per share (post-reverse split). A beneficial conversion feature in the amount of $85,000 was recorded as a discount to the note, and was amortized to interest expense during the twelve months ended December 31, 2004 Accrued interest is convertible by the holder into common stock of the Company at a price of $0.005 per share (post-reverse split). During the twelve months ended December 31, 2005, the note holder converted $44,000 of the note payable into common stock. During the twelve months ended December 31, 2006, the Company made a $3,000 cash payment on the principal amount of the note. Interest in the amount of $758, and $819 was accrued on this note during the three months ended June 30, 2007, and 2006, respectively. This note is in default at June 30, 2007.	38,000

Convertible note payable in the amount of $80,000 to Brown Door, Inc., dated March 11, 2004. The note bears interest at the rate of 8% per annum, and was due in full on March 11, 2006. The note is convertible into common stock of the Company at a conversion of $0.005 per share (post-reverse split). A beneficial conversion feature in the amount of $80,000 was recorded as a discount to the note, and was amortized to interest expense during the twelve months ended December 31, 2004. Accrued interest is convertible by the holder into common stock of the Company at maturity of the note at a price of $0.005 per share (post-reverse split) Interest in the amount of $1,576 was accrued on this note during each of the three months ended June 30, 2007, and 2006. This note is in default at June 30, 2007.	80,000

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Convertible note payable in the amount of $50,000 to Whalehaven Capital Fund, Ltd. ("Whalehaven Capital") dated February 25, 2005. We did not meet certain of our obligations under the loan documents relating to this issuance. These lapses include not reserving the requisites numbers of treasury shares, selling subsequent securities without offering a right of first refusal, not complying with reporting obligations, not having our common shares quoted on the OTC:BB and not timely registering certain securities. This note is in technical default as of May 16, 2005. The note originally carried interest at the rate of 8% per annum, and was due in Full on February 24, 2007. Upon default, the note's interest rate increased to 15% per annum, and the note became due immediately. The note is convertible into common stock of the Company at a conversion of $0.005 per share (post-reverse split). A beneficial conversion feature in the amount of $50,000 was recorded as a discount to the note, and was amortized to interest expense during the three months ended March 31, 2005. Accrued interest is convertible into common stock of the Company at a price of $0.005 per share (post-reverse split). During the twelve months ended December 31, 2006, $5,000 of principal was converted into common stock. During the twelve months ended December 31, 2006 the holder of the note converted $5,000 of principal and $589 of accrued interest into shares of common stock. Interest in the amount of $1,496, and $1,792 was accrued on this note during the three months ended June 30, 2007 and 2006, respectively. This note is in default at June 30, 2007.	40,000
Convertible note payable in the amount of $50,000 to Oppenheimer & Co., / Custodian for Joel Gold IRA, a related party, dated March 14, 2004. The note bears interest at the rate of 8% per annum, and was due in full on October 12, 2006. The note is convertible into common stock of the Company at a conversion of $0.005 per share (post-reverse split). A beneficial conversion feature in the amount of $50,000 was recorded as a discount to the note, and was amortized to interest expense during the twelve months ended December 31, 2005. Accrued interest is convertible into common stock of the Company at a price of $0.005 per share (post-reverse split). Interest in the amount of $998 was accrued on this note during each of the three months ended June 30, 2007, and 2006. This note is in default at June 30, 2007.	50,000
Convertible note payable in the original amount of $30,000 to Huo Hua dated May 9, 2005. The note bears interest at the rate of 8% per annum, and was due in full on October 12, 2006. The note is convertible into common stock of the Company at a conversion of $0.005 per share (post-reverse split). A beneficial conversion feature in the amount of $30,000 was recorded as a discount to the note, and was amortized to interest expense during the twelve months ended December 31, 2005. Accrued interest is convertible into common stock of the Company at a price of $0.005 per share(post-reverse split) During the twelve months ended December 31,	20,000

2006, the note holder converted $10,000 of principal into common stock. Interest in the amount of $400 was accrued on this note during the three months ended June 30, 2007, and 2006. This note is in default at June 30, 2007.	
Convertible note payable in the amount of $25,000 to Joel Gold a board member and related party, dated January 25, 2005. The note bears interest at the rate of 8% per annum, and is due in full on January 25, 2007. The note is convertible into common stock of the Company at a conversion of $0.025 per share. A beneficial conversion feature in the amount of $25,000 was recorded as a discount to the note, and was amortized to interest expense during the twelve months ended December 31, 2005. Accrued interest is convertible into common stock of the Company at a price of $0.025 per share. Interest in the amount of $498, was accrued on this note during the three months ended June 30, 2007, and 2006. This note is in default at June 30, 2007.	25,000
Convertible note payable in the amount of $25,000 to The Jay & Kathleen Morren Trust dated January 25, 2005. The note bears interest at the rate of 6% per annum, and is due in full on January 25, 2007. The note is convertible into common stock of the Company at a conversion of $0.005 per share (post-reverse split). A beneficial conversion feature in the amount of $25,000 was recorded as a discount to the note, and was amortized to interest expense during the twelve months ended December 31, 2005. Accrued interest is convertible into common stock of the Company at a price of $0.005 per share (post-reverse split) Interest in the amount of $373 was accrued on this note during the three months ended June 30, 2007, and 2006. This note is in default at June 30, 2007.	25,000

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Convertible note payable in the amount of $10,000 to Lauren M. Ferrone, a relative of a board member and related party, dated October 12, 2004. The note bears interest at the rate of 8% per annum, and was originally due in full on October 12, 2005. On February 25, 2005, an amendment to the convertible notes was signed which extended the term, which resulted in a new maturity date of October 12, 2006. The note is convertible into common stock of the Company at a conversion of $0.01 per share (post-reverse split). A beneficial conversion feature in the amount of $10,000 was recorded as a discount to the note, and was amortized to interest expense during the twelve months ended December 31, 2004. Accrued interest is convertible into common stock of the Company at a price of $0.01 per share (post-reverse split). Interest in the amount of 200, was accrued on this note during the three months ended June 30, 2007, and 2006. This note is in default at June 30, 2007.	10,000
Convertible note payable in the amount of $10,000 to Richard D. Ferrone, a relative of a board member and related party, dated October 12, 2004. The note bears interest at the rate of 8% per annum, and was originally due in full on October 12, 2005. On February 25, 2005, an amendment to the convertible notes was signed which extended the term, which resulted in a new maturity date of October 12, 2006. The note is convertible into common stock of the Company at a conversion of $0.01 per share (post-reverse split). A beneficial conversion feature in the amount of $10,000 was recorded as a discount to the note, and was amortized to interest expense during the twelve months ended December 31, 2004. Accrued interest is convertible into common stock of the Company at a price of $0.01 per share (post-reverse split) . Interest in the amount of $200 was accrued on this note during the three months ended June 30, 2007, and 2006. This note is in default at June 30, 2007.	10,000
Convertible note payable in the amount of $10,000 to Christian D. Ferrone, a relative of a board member and related party, dated October 12, 2004. The note bears interest at the rate of 8% per annum, and was originally due in full on October 12, 2005. On February 25, 2005, an amendment to the convertible notes was signed which extended the term, which resulted in a new maturity date of October 12, 2006. The note is convertible into common stock of the Company at a conversion of $0.01 per share (post-reverse split). A beneficial conversion feature in the amount of $10,000 was recorded as a discount to the note, and was amortized to interest expense during the twelve months ended December 31, 2004. Accrued interest is convertible into common stock of the Company at a price of $0.01 per share (post-reverse split). Interest in the amount of $200 was accrued on this note during the three months ended June 30, 2007, and 2006. This note is in default	10,000

at June 30, 2007.

Convertible note payable in the amount of $10,000 to Andrew I. Ferrone, a relative of a board member and related party, dated October 12, 2004. The note bears interest at the rate of 8% per annum, and was originally due in full on October 12, 2005. On February 25, 2005, an amendment to the convertible notes was signed which extended the term, which resulted in a new maturity date of October 12, 2006. The note is convertible into common stock of the Company at a conversion of $0.01 per share (post-reverse split). A beneficial conversion feature in the amount of $10,000 was recorded as a discount to the note, and was amortized to interest expense during the twelve months ended December 31, 2004. Accrued interest is convertible into common stock of the Company at a price of $0.01 per share (post-reverse split). Interest in the amount of $200 was accrued on this note during the three months ended June 30, 2007, and 2006. This note is in default at June 30, 2007.	10,000
Convertible note payable in the amount of $8,000 to Adrian Neilan dated March 11, 2004. The note bears interest at the rate of 8% per annum, and is due in full on October 12, 2006. The note is convertible into common stock of the Company at a conversion of $0.005 per share (post-reverse split). A beneficial conversion feature in the amount of $8,000 was recorded as a discount to the note, and was amortized to interest expense during the twelve months ended December 31, 2004.. Accrued interest is convertible into common stock of the Company at a price of $0.005 per share (post-reverse split). Interest in the amount of $160 was accrued on this note during the each of the three months ended June 30, 2007, and 2006. This note is in default at June 30, 2007.	8,000

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Convertible note payable in the amount of $5,000 to Matthias Mueller dated March 11, 2004. The note bears interest at the rate of 8% per annum, and was due in full on October 12, 2006. The note is convertible into common stock of the Company at a conversion of $0.005 per share (post-reverse split). A beneficial conversion feature in the amount of $5,000 was recorded as a discount to the note, and was amortized to interest expense during the twelve months ended December 31, 2005. Accrued interest is convertible into common stock of the Company at a price of $0.005 per share (post-reverse split). Interest in the amount of $100 was accrued on this note during the each of the three months ended June 30, 2007, and 2006. This note is in default at June 30, 2007.	5,000
Convertible note payable in the amount of $120,000 to Alpha Capital dated August 25, 2005. We did not meet certain of our obligations under the loan documents relating to this issuance. These lapses include not reserving the requisite number of treasury shares, selling subsequent securities without offering a right of first refusal, not complying with reporting obligations, not having our common shares quoted on the OTC:BB and not timely registering certain securities. This note is in technical default as of November 13, 2005. The note originally carried interest at the rate of 8% per annum, and was due in full on August 25, 2007. Upon default, the note’s interest rate increased to 15% per annum and the note became immediately due. The note is convertible into common stock of the Company at a conversion of $0.005 per share (post-reverse split). A beneficial conversion feature in the amount of $120,000 was recorded as a discount to the note, and was amortized to interest expense during the twelve months ended December 31, 2005. Accrued interest is convertible into common stock of the Company at a price of $0.005 per share (post-reverse split). Interest in the amount of $4,487 was accrued on this note during the three months ended June 30, 2007, and 2006. This note is in default at June 30, 2007.	120,000
Convertible note payable in the amount of $30,000 to Whalehaven Capital dated August 25, 2005. We did not meet certain of our obligations under the loan documents relating to this issuance. These lapses include not reserving the requisite number of treasury shares, selling subsequent securities without offering a right of first refusal, not complying with reporting obligations, not having our common shares quoted on the OTC:BB and not timely registering certain securities. This note was in technical default as of November 13, 2006. The note originally carried interest at the rate of 8% per annum, and was due in full on August 25, 2007. Upon default, the note’s interest rate increased to 15% per annum and the note became immediately due. The note is convertible into common stock of the Company at a conversion of $0.005 per share (post-reverse split). A beneficial conversion feature in the amount of $30,000 was recorded as a discount to the note, and was amortized to interest expense during the twelve months ended December 31, 2005. Accrued interest is convertible into common stock of the Company at a price of $0.005 per share (post-reverse split). Interest in the amount of $1,122 and $1,340 was accrued on this note during the three months ended June 30, 2007 and 2006, respectively. This note is in default at June 30, 2007.	30,000

Convertible note payable in the original amount of $25,000 to Asher Brand, dated August 25, 2005. We did not meet certain of our obligations under the loan documents relating to this issuance. These lapses include not reserving the requisite number of treasury shares, selling subsequent securities without offering a right of first refusal, not complying with reporting obligations, not having our common shares quoted on the OTC:BB and not timely registering certain securities. This note was in technical default as of November 13, 2006. The note originally carried interest at the rate of 8% per annum, and was due in full on August 25, 2007. Upon default, the note's interest rate increased to 15% per annum and the note became immediately due The note is convertible into common stock of the Company at a conversion of $0.005 per share (post-reverse split). A beneficial conversion feature in the amount of $25,000 was recorded as a discount to the note, and was amortized to interest expense during the twelve months ended December 31, 2005. Accrued interest is convertible into common stock of the Company at a price of $0.005 per share (post-reverse split) Interest in the amount of $861 and $934 was accrued on this note during the three months ended June 30, 2007 and 2006, respectively. During the three months ended September 30, 2006, the holder of the note converted $2,000 of principal and $3,667 of accrued interest into common stock. This note is in default at June 30, 2007.	23,000

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Convertible note payable in the original amount of $25,000 to Momona Capital, dated August 25, 2005. We did not meet certain of our obligations under the loan documents relating to this issuance. These lapses include not reserving the requisite number of treasury shares, selling subsequent securities without offering a right of first refusal, not complying with reporting obligations, not having our common shares quoted on the OTC:BB and not timely registering certain securities. This note was in technical default at November 13, 2005. The note originally carried interest at the rate of 8% per annum, and was due in full on August 25, 2007. Upon default, the note's interest rate increased to 15% per annum and the note became immediately due The note is convertible into common stock of the Company at a conversion of $0.005 per share (post-reverse split). A beneficial conversion feature in the amount of $25,000 was recorded as a discount to the note, and was amortized to interest expense during the twelve months ended December 31, 2005. Accrued interest is convertible into common stock of the Company at a price of $0.005 per share (post-reverse split. Interest in the amount of $861 and $934 was accrued on this note during the three months ended June 30, 2007 and 2006. During the twelve months ended December 31, 2006, the holder of the note converted $2,000 of principal and $3,667 of accrued interest into common stock. This note is in default at June 30, 2007.	23,000
Convertible note payable in the amount of $10,000 to Lane Ventures dated August 25, 2005. We did not meet certain of our obligations under the loan documents relating to this issuance. These lapses include not reserving the requisite number of treasury shares, selling subsequent securities without offering a right of first refusal, not complying with reporting obligations, not having our common shares quoted on the OTC:BB and not timely registering certain securities. This note was in technical default at November 13, 2005. The note originally carried interest at the rate of 8% per annum, and was due in full on August 25, 2007. Upon default, the note's interest rate increased to 15% per annum and the note became immediately due. The note is convertible into common stock of the Company at a conversion of $0.005 per share (post-reverse split). A beneficial conversion feature in the amount of $10,000 was recorded as a discount to the note, and was amortized to interest expense during the twelve months ended December 31, 2005. Accrued interest is convertible into common stock of the Company at a price of $0.005 per share (post-reverse split). Interest in the amount of $224 and $373 was accrued on this note during the three months ended June 30, 2007 and 2006, respectively. During the twelve months ended December 31, 2006, the holder of the note converted $4,000 of principal and $1,467 of accrued interest into common stock. This note is in default at June 30, 2007.	6,000
Note payable in the amount of $120,000 to Alpha Capital, dated February 7, 2006. The originally carried interest at the rate of 15% per annum, and was originally due in full on February 7, 2007. The Company is not in compliance with various terms of this note, including making timely payments of interest, and this note was in technical default at May 8, 2006. At this time, the interest rate increased to 20% and the note became immediately due and payable. Interest in the amount of $5,984 and $5,359 was accrued on this note during the three months ended June 30, 2007 and 2006. This note is in default at June 30, 2007.	120,000

Note payable in the amount of $30,000 to Whalehaven Capital dated February 7, 2006. The note originally carried interest at the rate of 15% per annum, and was due in full on February 7, 2007. The Company is not in compliance with various terms of this note, including making timely payments of interest, and this note was in technical default at May 8, 2006. At this time, the interest rate increased to 20% and the note became immediately due and payable. Interest in the amount of $1,122 was accrued on this note during the three months ended June 30, 2007 and 2006. This note is in default at June 30, 2007.		30,000
Note payable in the amount of $75,000 to Michael Ferrone, dated August 2, 2004. The note bears interest at the rate of 8% per annum, and was due in full on February 2, 2005. Interest in the amount of $1,496, was accrued on this note during the three months ended June 30, 2007 and 2006, respectively. This note is in default at June 30, 2007.		75,000
Note payable in the amount of $10,000 to Alpha Capital, dated May 19, 2006. The note bears interest at the rate of 15% per annum, and was due in full on November 19, 2006. Interest in the amount of $498 and $172 was accrued on this note during the three months ended June 30, 2007 and 2006. This note is in default at June 30, 2007.		10,000
Eight convertible notes payable in the amount of $4,500 each to Sam Klepfish, the Company's Interim President and a related party, dated November 1, 2006, December 1, 2006, January 1, 2007, February 1, 2007, March 1, 2007, April 1, 2007, May 1, 2007, and June 1, 2007. Pursuant to the Company's employment agreement with Mr. Klepfish, the amount of $4,500 in salary is accrued each month to a note payable. These notes bear interest at a rate of 8% per annum. These notes and accrued interest are convertible into common stock as a rate of $0.005 per chare. Interest in the aggregate amount of $611 and $0 was accrued on these notes during the three months ended June 30, 2007 and 2006.		36,000
Note payable in the original amount of $25,787 to Microsoft Corporation dated May 3, 2006. The note bears interest at the rate of 9.7% per annum, and is payable in 60 monthly payments of $557 beginning October 1, 2006. Negative interest in the amount of $581 was capitalized to this note during the three months ended June 30, 2007.		23,217
	$	1,357,217
Less: Current maturities		(1,338,640)
Long-term portion	$	18,577
Total Non-related parties	$	946,217
Total related parties		411,000
	$	1,357,217

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Accounting for Conversion Options Embedded in Convertible Notes and Convertible Interest

The Company has certain convertible notes payable which contain embedded beneficial conversion features. Through August 2005, the beneficial conversion features of these convertible notes were accounted for by the equity method, whereby the intrinsic value of the beneficial conversion features were considered discounts to the notes. These discounts were immediately amortized to interest expense. During September 2005, the number of shares of the Company's common stock issued and issuable exceeded the number of shares of common stock the Company had authorized, and this triggered a change in the manner in which the Company accounts for these beneficial conversion features. In accordance with Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities, as amended ("SFAS 133"), the debt features provision contained in the terms governing the Notes are not clearly and closely related to the characteristics of the Notes. Accordingly, the features qualified as embedded derivative instruments at September 30, 2005 and because they do not qualify for any scope exception within SFAS 133, they were required by SFAS 133 to be accounting for separately from the debt instrument and recorded as derivative financial instruments. In September 2005, the Company valued the beneficial conversion features of its notes payable using the Black-Scholes valuation method, and arrived at an aggregate value of $12,528,662. Pursuant to Emerging Issues Task Force Issue 00-19 "Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock" ("EITF 00-19") "If a contract is reclassified from permanent or temporary equity to an asset or a liability, the change in fair value of the contract during the period the contract was classified as equity should be accounted for as an adjustment to stockholders' equity." Accordingly, during the year ended December 31, 2005, the Company charged the amount of $12,445,576 to stockholders' equity. $5,665,290 of this amount was charged to additional paid-in capital, which brought the balance of additional paid-in capital to $0. The remainder, or $6,780,286, was charged to accumulated deficit. During subsequent periods, the conversion option liability will be revalued, and any change in value charged to operations. At June 30, 2007, the conversion option liability was valued at $529,951. The revaluation resulted in a (gain) loss during the three and six months ended June 30, 2007, of $20,259 and $(92,744), respectively.

The Company valued these embedded conversion options using the Black-Scholes option pricing model with the following assumptions:

	Risk Free Interest Rate	Expected Dividend Yield	Expected Option Life	Volatility
March 31, 2007	4.75%	-	10	183.67%

10. RELATED PARTY TRANSACTIONS

The Company engaged in the following transactions with related parties in the six months ended June 30, 2007:

The Company issued six convertible notes payable in the amount of $4,500 each for additional salary due to the Company's Interim President.

11. EQUITY

On March 27, 2003 a 1-for-1,000 reverse stock split of the Company's common stock was effected. On March 8, 2004, a 1-for 200 reverse stock split of the Company's common stock was affected.

Common Stock

The Company had the following common stock transactions during the six months ended June 30, 2007:

The Company cancelled 5,573,158 shares (post reverse-split) of common stock for which were issued but not outstanding.

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The Company recorded a discount to the convertible notes payable for the accrued interest in the amount of $66,709 during the six months ended June 30, 2007.

The Company issued 3,250,000 shares (post-reverse split) of common stock for an employee bonuses. The fair value of these shares in the amount of $8,125 was charged to operations during the three months ended June 30, 2007.

The Company issued 800,000 shares (post-reverse split) of common stock for the conversion of $4,000 of accrued interest on a note payable.

Warrants

The following table summarizes the warrants outstanding at June 30, 2007 (post reverse-split):

Range of exercise prices		Number of shares outstanding	Weighted average remaining contractual life (years)	Weighted average exercise price of outstanding warrants		Number of shares exercisable
$	0.005	136,500,000	2.68	$	0.005	136,500,000
$	0.110	10,500,000	3.15	$	0.110	10,500,000
$	0.115	42,000,000	3.15	$	0.115	42,000,000
		189,000,000	2.81			189,000,000

There were no transaction involving warrants during this period.

Options

The following table summarizes the options outstanding at March 31, 2007:

Range of exercise prices		Number of Options outstanding	Weighted Average remaining contractual life (years)	Weighted average exercise price of Outstanding Options		Number of Options exercisable	Weighted average exercise price of exercisable options	
$	0.005	15,000,000	4.39	$	0.005	15,000,000	$	0.005
	0.500	500,000	1.88		0.500	300,000		0.500
		15,500,000	4.31			200,000	$	0.015

	Number of Shares	Weighted Average Exercise Price	
Options outstanding at June 30, 2007	15,500,000	$	0.0.21
Exercisable	15,300,000		0.010
Not exercisable	200,000		0.500

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Accounting for Warrants and Freestanding Derivative Financial Instruments

The Company accounts for the issuance of common stock purchase warrants and other freestanding derivative financial instruments in accordance with the provisions of EITF 00-19. Based on the provisions of EITF 00-19, the Company classifies, as equity, any contracts that (i) require physical settlement or net-share settlement or (ii) gives the Company a choice of net-cash settlement or settlement in its own shares (physical settlement or net-share settlement). The Company classifies as assets or liabilities any contract that (i) require net-cash or (ii) give the counterparty a choice of net-cash settlement in shares (physical or net-share settlement).

The fair value of these warrants is determined utilizing the Black-Scholes valuation model. Through August 2005, these warrants were accounted for by the equity method, whereby the fair value of the warrants was charged to additional paid-in capital. During September, 2005, the number of shares of the Company's common stock issued and issuable exceeded the number of shares of common stock the Company had authorized, and this triggered a change in the manner in which the Company accounts for these warrants and the Company began to account for these warrants utilizing the liability method. Pursuant to EITF 00-19, "If a contract is reclassified from permanent or temporary equity to an asset or a liability, the change in fair value of the contract during the period the contract was classified as equity should be accounted for as an adjustment to stockholders' equity." Accordingly, during the year ended December 31, 2005, the Company charged the amount of $10,374,536 to stockholders' equity. At the same time, the Company changed the way in which it accounts for the beneficial conversion feature of convertible notes payable (see note 8).

The accounting guidance shows that the warrants and options which are a derivative liability should be revalued each reporting period. The recorded value of such warrants can fluctuate significantly based on fluctuations in the market value of the underlying securities of the issuer of the warrants and options, as well as in the volatility of the stock price during the term used for observation and the term remaining for warrants and options. During the six months ended June 30, 2007, the Company recognized a gain of $27,753 for the increase in the fair value of the warrant liability and recorded this gain in operations during the six months ended June 30, 2007. The fair value of these instruments was estimated at June 30, 2007, using the Black-Scholes option pricing model with the following assumptions: risk free interest rate: 4.25%; expected dividend yield: 0%; expected option life: 10 years; and volatility: 185.72%.

Insufficient Authorized but Unissued Shares of Common Stock

The Company has a potential obligation to issue 580,581440 shares (post-reverse split) of common stock upon the conversion of convertible notes and accrued interest, warrants and penalty shares issuable at June 30, 2007. The Company had 145,737,638 shares (post-reverse split) of common stock outstanding at June 30, 2007 and 500,000,000 shares (post-reverse split) of common stock authorized at June 30, 2007. The Company has exceeded its shares authorized by 226,319,078 (post-reverse split) at June 30, 2007.

12. PENALTY FOR LATE REGISTRATION OF SHARES

At June 30, 2007, the Company had a liability in the amount of $275,808 for the issuance of 106,080,000 shares (post-reverse split) of the Company's common stock pursuant to a penalty calculation with regard to the late registration of shares underlying convertible notes payable. The Company charged to operations the amount of $14,280 and $51,712 during the three and six months ended June 30, 2007, respectively, representing the fair value of these shares. During the three and six months ended June 30, 2007, the Company also marked to market the value of these shares. This resulted in a gain of $11,280 and $38,464, respectively.

13. SUBSEQUENT EVENTS

On March 12, 2008, we executed amendments to restructure an aggregate of $150,000 of senior secured notes which were due February 7, 2007. The amendments extended the due date of the notes to March 4, 2009 and were in consideration of our issuance of an aggregate of: 30 million Class A warrants exercisable at $0.0115 per share, 7.5 million Class B warrants exercisable at $0.011 per share, and 3 million Class C warrants exercisable at $0.005 per share. All of these warrants have essentially similar terms to the warrants we issued to such investors on February 24, 2005, except that the underlying common stock does not have registration rights. .

On March 12, 2008, we also extended, to March 4, 2009, the due date of an additional $10,000 note that was due November 19, 2006 in consideration of adding a convertibility feature, at a conversion price of $0.005 per share, to the note and the issuance of 2 million Class A warrants exercisable at $0.0115 per share, 500,000 Class B warrants exercisable at $0.011 per share, and 200,000 Class C warrants exercisable at $0.005 per share. All of these warrants have essentially similar terms to the warrants we issued to such investors on February 24, 2005, except that the underlying common stock does not have registration rights. .

On January 22, 2008, we extended, to December 31, 2009, the due date of a $75,000 note previously extended to March 31, 2008 in consideration of adding a convertibility feature, at a conversion price of $0.005 per share, to the note.

Effective July 31, 2008, Mr. Ziakas resigned his position as our Chief Operating Officer and assumed the non-executive officer position of Vice President of Procurement. Mr. Ziakas' existing employment agreement has been terminated and he will continue working for us as an employee-at–will with an annual salary of $105,000.

Effective on July 31, 2008, Mr. Justin Wiernasz, age 42, was promoted to the position of President of Innovative Food Holdings, Inc. Mr. Wiernasz was the Executive Vice President of Marketing and Sales and Chief Marketing Officer of our operating subsidiary, Food Innovations, Inc. since May 2007 and the President of Food Innovations and our Chief Marketing Officer since December 2007. Prior thereto, he was at U.S. Foodservice, our largest customer for 13 years. From 2005 to 2007 he was the Vice President of Sales & Marketing, U.S. Foodservice, Boston, and prior thereto, from 2003 to 2005 he was a National Sales Trainer at U.S. Foodservice, Charleston SC, from 1996 to 2003 he was the District Sales Manager at U.S. Foodservice, Western Massachusetts and from 1993 to 1996 he was Territory Manager, U.S. Foodservice, Northampton, Easthampton & Amherst, MA. Prior to that from 1989 to 1993 he was the owner and operator J.J.'s food and spirit, a 110 seat restaurant. Mr. Wiernasz signed an employment agreement dated May 18, 2007 that expires on September 13, 2008 pursuant to which he is currently compensated at an annual rate of $120,000. The agreement also provides for the earning of a bonus of 10% of his salary, up to 50%, for each $100,000 of incremental profits we make over the previous year. On January 22, 2008, our Board approved the grant of an aggregate of 3 restricted million shares and 5 million in options exercisable for five years at an exercise price of $0.007 per share to Mr. Wiernasz, upon his appointment as President of Innovative Food Holdings, all of which vest on December 31, 2008, provided Mr. Wiernasz is then still an employee.

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ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS

FORWARD LOOKING STATEMENTS

Certain information contained in this discussion and elsewhere in this report may include “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, and is subject to the safe harbor created by that act. The safe harbor created by the Securities Litigation Reform Act will not apply to certain “forward looking statements” because we issued "penny stock" (as defined in Section 3(a)(51) of the Securities Exchange Act of 1934 and Rule 3a51-1 under the Exchange Act) during the three year period preceding the date(s) on which those forward looking statements were first made, except to the extent otherwise specifically provided by rule, regulation or order of the Securities and Exchange Commission. We caution readers that certain important factors may affect our actual results and could cause such results to differ materially from any forward-looking statements which may be deemed to have been made in this Report or which are otherwise made by or on behalf of us. For this purpose, any statements contained in this report that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the generality of the foregoing, words such as "may", "will", "expect", "believe", "explore", "consider", "anticipate", "intend", "could", "estimate", "plan", "propose" or "continue" or the negative variations of those words or comparable terminology are intended to identify forward-looking statements. Factors that may affect our results include, but are not limited to, the risks and uncertainties associated with:

- Our ability to raise capital necessary to sustain our anticipated operations and implement our proposed business plan,

- Our ability to implement our proposed business plan,

- The ability to successfully integrate the operations of businesses we have acquired, or may acquire in the future, into our operations,

- Our ability to generate sufficient cash to pay our lenders and other creditors,

- Our ability to employ and retain qualified management and employees,

- Our dependence on the efforts and abilities of our current employees and executive officers,

- Changes in government regulations that are applicable to our client or anticipated business,

- Changes in the demand for our services,

- The degree and nature of our competition,

- Our lack of diversification of our business plan,

- The general volatility of the capital markets and the establishment of a market for our shares,

- Our ability to generate sufficient cash to pay our creditors, and

- Disruption in the economic and financial conditions primarily from the impact of past terrorist attacks in the United States, threats of future attacks, police and military activities overseas and other disruptive worldwide political and economic events and natural disasters.

We are also subject to other risks detailed from time to time in our other Securities and Exchange Commission filings and elsewhere in this report. Any one or more of these uncertainties, risks and other influences could materially affect our results of operations and whether forward-looking statements made by us ultimately prove to be accurate. Our actual results, performance and achievements could differ materially from those expressed or implied in these forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether from new information, future events or otherwise.

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Critical Accounting Policy and Estimates

Our Management's Discussion and Analysis section discusses our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, management evaluates its estimates and judgments, including those related to revenue recognition, accrued expenses, financing operations, and contingencies and litigation. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these Estimates under different assumptions or conditions. There are no significant accounting estimates inherent in the preparation of our financial statements.

Background

The following discussion should be read in conjunction with the financial statements of the company and related notes included elsewhere in this Report and in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2006.

RESULTS OF OPERATIONS

The following is a discussion of our financial condition and results of operations for the three and six month periods ended June 30, 2007 and 2006. This discussion may contain forward looking-statements that involve risks and uncertainties. Our actual results could differ materially from the forward looking-statements discussed in this report. This discussion should be read in conjunction with our consolidated financial statements, the notes thereto and other financial information included elsewhere in the report and our other public filings.

Three Months Ended June 30, 2007 Compared to Three Months Ended June 30, 2006

Sales

Sales decreased by $136,061, or approximately 7%, to $1,704,209 for the three months ended June 30, 2007 from $1,840,270 from the prior year. The substantial portion of the decrease was attributable to lower sales in each product category with the exception of specialty products.

Cost of Goods Sold

Cost of goods sold was $1,260,890 for the three months ended June 30, 2007, an decrease of $137,432 or approximately 10% compared to cost of revenue of $1,398,322 for the three months ended June 30, 2006. The decrease in the cost of revenue was due to lower sales and lower freight costs. Gross profit margin for the three months ended June 30, 2007 was approximately 26%, compared to gross profit margin of approximately 24% for the three months ended June 30, 2006. The increased gross margins for the current quarter was due primarily to higher markup on cost of product.

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Selling, General and Administrative Expenses

Selling, general and administrative expenses decreased by $159,081, or approximately 27%, to $427,873 during the three months ended June 30, 2007 compared to $586,954 for the three months ended June 30, 2006. The decrease was attributable to a decrease in travel of $25,467, a decrease in bonuses of $67,294 and a decrease in supplies of $17,307 and a payroll decrease of $48,599. The primary components of selling, general, and administrative expenses for the three months ended June 30, 2007 were payroll and related costs of $186,745; consulting fees of $79,886; legal and accounting fees of $76,598; commissions of $21,628; insurance costs of $21,119; facilities cost of $20,373; amortization and depreciation of $15,069; technical support of $15,023; and travel and entertainment of $5,200.

Penalty for Late Registration of Shares

During the three months ended June 30, 2007, the Company accrued the issuance of 5,040,000 shares (post-reverse split) of common stock pursuant to a penalty calculation with regard to the late registration of shares underlying convertible notes payable. The Company charged to operations $14,280, during the three months ended June 30, 2007, representing the fair value of these shares. At June 30, 2007, there were a total of 106,080,000 shares (post-reverse split) issuable pursuant to this penalty. During the three months ended June 30, 2007, the Company also marked to market the value of these 106,080,000 shares (post-reverse split). This resulted in a net gain of $11,280.

Change in Fair value of Warrant Liability

At June 30, 2007, the Company had an accrued a liability of $493,853 representing the value of the warrants issued with the convertible notes. The Company charged to operations the amount of $2,076 during the three months ended June 30, 2007, representing the change in the fair value of these warrants.

Change in Fair value of the Conversion Option Liability

At June 30, 2007, the Company had an accrued a liability of $529,951, representing the fair value of the beneficial conversion feature of convertible notes payable. The Company credited operations $29,259 during the three months ended June 30, 2007, representing the change in the fair value of these options

Interest (Income) expense, net

Interest expense, net of interest income, decreased by $5,021, or approximately 6%, from $86,880 during the three months ended June 30, 2006 to $81,859 for the three months ended June 30, 2007. This decrease was attributable primarily to the conversion of a convertible note payable into shares of common stock.

Net Income (Loss)

For the reasons stated above, net loss for the three months ended June 30, 2007 was $51,230, an decrease of $1,312,987 or approximately 104% compared to a net gain of $1,261,757 during the three months ended June 30, 2006. We note that these “gains” are the result of the application of various accounting rules as they apply to the Company and that these “Gains” have no impact on out cash flows.

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Six Months Ended June 30, 2007 Compared to Six Months Ended June 30, 2006

Sales

Sales decreased by $175,037, or approximately 5%, to $3,304,408 for the six months ended June 30, 2007 from $3,479,445 from the prior year. The substantial portion of the decrease was attributable to lower sales in each product category with the exception of specialty products.

Cost of Goods Sold

Cost of goods sold was $2,406,112 for the six months ended June 30, 2007, a decrease of $264,116 or approximately 10% compared to cost of revenue of $2,670,228 for the six months ended June 30, 2006. The decrease in the cost of revenue was due to a decrease in sales and a decrease in shipping costs. Gross profit margin for the six months ended June 30, 2007 was approximately 27%, compared to gross profit margin of approximately 23% for the six months ended June 30, 2006. The increased gross margins for the current quarter was due primarily to higher markups on products.

Selling, General and Administrative Expenses

Selling, general and administrative expenses decreased by $208,875, or approximately 20%, to $827,764 during the six months ended June 30, 2007 compared to $1,036,639 for the six months ended June 30, 2006. The decrease was attributable to a decrease in legal and professional fees of $89,403 and a decrease in travel of $47,739 and a decrease in supplies of $17,500 and a decrease in bonuses of $61,194. The primary components of selling, general, and administrative expenses for the six months ended June 30, 2007 were payroll and related costs of $373,527; consulting and professional fees of $143,698; legal and accounting fees of $81,257; commissions of $47,006; facilities cost of $40,334; insurance costs of $35,921; office supplies and expense of $31,038; amortization and depreciation of $29,967; technical support of $16,630; and travel and entertainment of $14,082.

Penalty for Late Registration of Shares

During the six months ended June 30, 2007, the Company accrued the issuance of 18,560,000 shares (post-reverse split) of common stock pursuant to a penalty calculation with regard to the late registration of shares underlying convertible notes payable. The Company charged to operations $51,712, during the six months ended June 30, 2007, representing the fair value of these shares. At June 30, 2007, there were a total of 106,080,000 shares (post-reverse split) issuable pursuant to this penalty. During the six months ended June 30, 2007, the Company also marked to market the value of these 106,080,000 shares (post-reverse split). This resulted in a net gain of $38,464.

Change in Fair value of Warrant Liability

At June 30, 2007, the Company had an accrued a liability of $493,853 representing the value of the warrants issued with the convertible notes. The Company credited to operations the amount of $27,753 during the six months ended June 30, 2007, representing the change in the fair value of these warrants.

Change in Fair value of the Conversion Option Liability

At June 30, 2007, the Company had an accrued a liability of $529,951, representing the fair value of the beneficial conversion feature of convertible notes payable. The Company charged operations $92,744 during the six months ended June 30, 2007, representing the change in the fair value of these options

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Interest (Income) expense, net

Interest expense, net of interest income, decreased by $514, or approximately 1%, from $158,647 during the six months ended June 30, 2006 to $158,133 for the six months ended June 30, 2007. This decrease was attributable primarily to the conversion of a convertible note payable into shares of common stock.

Net Income (Loss)

For the reasons stated above, net loss for the six months ended June 30, 2007 was $165,840, an decrease of $2,348,805 or approximately 93% compared to a net loss of $2,514,645 during the six months ended June 30, 2006. We note that these “profits” are the result of the application of various accounting rules as they apply to the Company and that these “Profits” have no impact on out cash flows.

Liquidity and Capital Resources

As of June 30, 2007, the Company had a cash on hand of $37,074, a decrease of $81,444 from December 31, 2006. During the six months ended June 30, 2007, cash used by operating activities was $64,958, consisting primarily of the net loss of $165,840 offset by depreciation and amortization of $29,967; convertible note payable issued for salary of $27,000; value of stock issued to board members as a bonus of $8,125; cost of penalty due to late registration of shares of $51,712; change in fair value of warrant liability of ($27,753), change in fair value of conversion option liability of $92,744; gain from marking to market shares issuable due to penalty on late registration of shares of ($38,464); and changes in the components of working capital in the net amount of $72,449. Cash used in investing activities was $13,138 consisting of the purchase of property and equipment of $13,138. Cash used by financing activities was $3,348, consisting of $3,348 in principal payments on notes payable.

Historically, our primary cash requirements have been used to fund the cost of operations, with additional funds having been used in promotion and advertising and in connection with the exploration of new business lines.

Under current operating plans and assumptions, management believes that projected cash flows from operations and available cash resources may be insufficient to satisfy our anticipated cash requirements for at least the next twelve months. As we seek to increase our sales of perishables, as well as identify new and other consumer oriented products and services, we may use existing cash reserves, long-term financing, or other means to finance such diversification.

Critical Accounting Policy and Accounting Estimate Discussion

In accordance with the Securities and Exchange Commission's (the "Commission") Release Nos. 33-8040; 34-45149; and FR-60 issued in December 2001, referencing the Commission's statement "regarding the selection and disclosure by public companies of critical accounting policies and practices", we have set forth in Note 2 of the Notes to Consolidated Financial Statements what we believe to be the most pervasive accounting policies and estimates that could have a material effect on our results of operations and cash flows if general business conditions or individual customer financial circumstances change in an adverse way relative to the policies and estimates used in the attached financial statements or in any "forward looking" statements contained herein.

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The Company's cash on hand may be insufficient to fund its planned operating needs. We continue to seek funding for working capital requirements, necessary equipment purchases, marketing costs, and other operations for the next year and foreseeable future by raising capital through the sale of equity and/or debt securities, issuing common stock in lieu of cash for services and by advances from shareholders.

We expect that any sale of additional equity securities or convertible debt will result in additional dilution to our stockholders. The Company can give no assurance that it will be able to generate adequate funds from operations, that funds will be available to us from debt or equity financing, or that if available, the company will be able to obtain such funds on favorable terms and conditions. If the company cannot secure additional funds it may have to reduce its operations be able to continue as a going concern. The Company currently has no definitive arrangements with respect to additional financing.

While we have raised capital to meet our working capital and financing needs in the past, additional financing may be required in order to meet our current and projected cash flow deficits from operations and development. We are seeking financing in the form of equity or debt in order to provide the necessary working capital. We currently have no commitments for financing. There is no guarantee that we will be successful in raising the funds required.

By adjusting our operations and development to the level of capitalization, management believes we have sufficient capital resources to meet projected cash flow deficits through the next twelve months. However, if thereafter, we are not successful in generating sufficient liquidity from operations or in raising sufficient capital resources, on terms acceptable to us, this could have a material adverse effect on our business, results of operations, liquidity and financial condition.

The independent auditors report on our December 31, 2006 financial statements states that our recurring losses raise substantial doubts about our ability to continue as a going concern.

INFLATION

The impact of inflation on the costs of the Company, and the ability to pass on cost increases to its customers over time is dependent upon market conditions. The Company is not aware of any inflationary pressures that have had any significant impact on the Company's operations over the past quarter, and the Company does not anticipate that inflationary factors will have a significant impact on future operations.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not maintain off-balance sheet arrangements nor does it participate in non-exchange traded contracts requiring fair value accounting treatment.

RISK FACTORS

The Company's business and success is subject to numerous risk factors as detailed in its Annual Report on Form 10-KSB for the year ended December 31, 2006.

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ITEM 3 - CONTROLS AND PROCEDURES

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit pursuant to the requirements of the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, among other things, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file under the Exchange Act is accumulated and communicated to our management, including our principal executive and financial officers, as appropriate to allow timely decisions regarding required disclosure.

(a) Evaluation of disclosure controls and procedures

Our Principal Executive Officer and Principal Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this Quarterly Report, have concluded that as of that date, our disclosure controls and procedures were adequate and effective to ensure that information required to be disclosed by us in the reports we file or submit with the Securities and Exchange Commission is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. The conclusions notwithstanding, you are advised that no system if foolproof.

(b) Changes in internal control over financial reporting

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Exchange Act Rules 13a-15(d) and 15d-15 that occurred during the period covered by this Quarterly Report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. - OTHER INFORMATION

Item 1. Legal Proceedings

NONE

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

During the six months ended June 30, 2007, the Company issued the following shares of equity securities:

On April 25, 2007, the Company issued 3,250,000 shares of common stock with a fair value of $8,125 to employees as a bonus.

On April 26, 2007, the Company issued 800,000 shares of common stock with a fair value of $4,000 for the conversion of accrued interest.

In both cases the issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933 inasmuch as the securities were sold to a single person with a previous relationship to us and without any advertising or the payment of any commissions.

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Item 3. Defaults Upon Senior Securities

We are in default of $1,298,000 of our outstanding notes payable. We did not meet certain of our obligations under the loan documents relating to this issuance. These lapses include not reserving the requisite number of treasury shares, selling subsequent securities without offering a right of first refusal, not complying with reporting obligations, not having our common shares quoted on the OTC:BB and not timely registering certain securities.

Item 4. Submission of Matters to a Vote of Securities Holders

NONE

Item 5. Other Information

NONE

Item 6. Exhibits

31.1 Section 302 Certification
31.2 Section 302 Certification
32.1 Section 906 Certification
32.2 Section 906 Certification

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SIGNATURE	TITLE	DATE
/s/ Sam Klepfish Sam Klepfish	Chief Executive Officer	July 31, 2008
/s/ John McDonald John McDonald	Principal Financial Officer	July 31, 2008