

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington D. C. 20549

**FORM 10-QSB**

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

**For the quarterly period ended September 30, 2005.**

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 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 ( )**

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

**YES ( ) NO (X)**

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

**103,742,037 Common Shares as of October 31, 2005**

Transitional Small Business Disclosure Format:

**YES ( ) NO (X)**

**INNOVATIVE FOOD HOLDINGS, INC.**

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PART I - FINANCIAL INFORMATION

Item 1.

Innovative Food Holdings, Inc. and Subsidiary  
Consolidated Balance Sheets

ASSETS	(Unaudited) September 30, 2005	(Audited) Dec. 31, 2004
Current Assets		
Cash	\$ 41,532	\$ 28,011
Accounts receivable	302,476	325,498
Loans Receivable	150,000	-
Inventory	4,664	4,664
Prepaid Expenses	45,277	-
<b>Total Current Assets</b>	<b>543,949</b>	<b>358,173</b>
Property and equipment - at cost, net of accumulated depreciation and amortization	62,560	119,706
	<u>\$ 606,509</u>	<u>\$ 477,879</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIENCY</b>		
Current Liabilities		
Accounts payable	\$ 283,508	\$ 593,765
Accrued taxes and expenses	268,732	40,026
Notes and loans payable	15,000	46,521
Convertible notes payable-current maturities	610,000	515,000
<b>Total Current Liabilities</b>	<b>1,177,240</b>	<b>1,195,312</b>
Convertible notes payable	613,000	113,000
Loans payable stockholders	7,448	19,000
Stockholders' Deficiency		
Common stock authorized 500,000,000 shares; 94,942,037 issued and outstanding at September 30, 2005	9,494	7,299
Preferred stock authorized 10,000,000	-	-
Additional paid-in capital	1,903,708	1,830,578
Accumulated deficit	(3,104,381)	(2,687,310)
	<u>(1,191,179)</u>	<u>(849,433)</u>
	<u>\$ 606,509</u>	<u>\$ 477,879</u>

See notes to the consolidated financial statements.

Innovative Food Holdings, Inc. and Subsidiary  
Consolidated Statements of Operations  
(Unaudited)

	For the 3 Months Ended September 30		For the 9 Months Ended September 30	
	2005	2004	2005	2004
<b>Revenues</b>				
Sales	\$ 1,271,006	\$ 1,121,117	\$ 3,656,653	\$ 3,067,585
Other income	32,923	50,367	143,466	169,869
	<u>1,303,929</u>	<u>1,171,484</u>	<u>3,800,119</u>	<u>3,237,454</u>
<b>Costs and expenses</b>				
Cost of goods sold	1,002,958	918,392	2,964,413	2,742,653
Selling expenses	224,369	155,961	618,330	689,646
General and administrative expenses	221,090	369,414	576,582	930,985
	<u>1,448,417</u>	<u>1,443,767</u>	<u>4,159,325</u>	<u>4,363,284</u>
Loss before other expense and income tax expense	(144,488)	(272,283)	(359,206)	(1,125,830)
<b>Other expense:</b>				
Interest expense	(22,206)	(16,113)	(57,864)	(33,374)
Loss before income tax expense	(166,694)	(288,396)	(417,070)	(1,159,204)
Income tax expense	-	(242)	-	(242)
<b>NET LOSS</b>	<u>\$ (166,694)</u>	<u>\$ (288,638)</u>	<u>\$ (417,070)</u>	<u>\$ (1,159,446)</u>
<b>NET LOSS PER SHARE - BASIC AND DILUTED</b>	<u>\$ (0.0019)</u>	<u>\$ (0.0059)</u>	<u>\$ (0.0047)</u>	<u>\$ (0.0238)</u>

See notes to the consolidated financial statements.

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

**For the Nine Months  
Ended September 30,**  
2005                      2004

Cash flows from operating activities		
Net loss	\$	(417,070)
Adjustments to reconcile net loss to net cash used in operating activities		\$ (1,159,446)
Depreciation		36,373
Stock issued during merger		-
Stock issued to acquire subsidiary		150,015
Stock issued for services		-
Changes in assets and liabilities		244,158
Accounts receivable		8,325
Inventory		165,000
Prepaid Expenses		-
Accounts payable		23,022
Accrued taxes and expenses		116,876
Notes and loans payable		-
		-
		(45,277)
		(310,259)
		260,258
		228,706
		29,274
		(43,074)
		1,375
		<u>                    </u>
Net cash used in operating activities		<u>(579,252)</u> <u>(411,241)</u>
Cash flows from investing activities		
Acquisition of property and equipment		(10,022)
Proceeds from sale of property		(116,285)
Loan receivable		30,795
		<u>(150,000)</u>
		<u>                    </u>
Net cash used in investing activities		<u>(129,227)</u> <u>(116,285)</u>
Cash flows from financing activities		
Proceeds from issuance of long-term-debt		662,000
Payment of loans from stockholders		589,366
		<u>                    </u>
		<u>-</u> <u>(81,548)</u>
		<u>                    </u>
Net cash provided by financing activities		<u>662,000</u> <u>507,818</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS		
		13,521
		(19,708)
Cash and cash equivalents at beginning of period		<u>28,011</u> <u>44,131</u>
Cash and cash equivalents at end of period		<u>\$ 41,533</u> <u>\$ 24,423</u>
Supplemental cash flow disclosures:		
Interest paid		<u>\$ -</u> <u>\$ -</u>
Income taxes paid		<u>\$ -</u> <u>\$ -</u>
Item not affecting cash:		
During the nine months ended September 30, 2005, \$67,000 of debentures were exchanged for newly issued shares of common stock		

See notes to the consolidated financial statements.

Innovative Food Holdings, Inc. and Subsidiary  
Consolidated Condensed Statement of Shareholders Equity

	<u>Common Stock</u>		<u>Additional</u>	<u>Accumulated</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Paid</u>	<u>Deficit</u>	<u>Shareholders</u>
			<u>In Capital</u>		<u>Equity</u>
<b>Balance - December 31, 2004 (Audited)</b>	72,992,037	\$ 7,299	\$ 1,830,578	\$ (2,687,310)	\$ (849,433)
Issuance of stock for services	5,750,000	575	5,050		5,625
Net loss				(108,568)	(108,568)
<b>Balance - March 31, 2005 (Unaudited)</b>	78,742,037	7,874	1,835,628	(2,795,878)	(952,376)
Issuance of stock for services	2,800,000	280	2,420		2,700
Net loss				(141,809)	(141,809)
<b>Balance - June 30, 2005 (Unaudited)</b>	81,542,037	8,154	1,838,048	(2,937,687)	(1,091,485)
Conversion of debentures to common stock	13,400,000	1,340	65,660		67,000
Net loss				(166,694)	(166,694)
<b>Balance-September 30, 2005 (Unaudited)</b>	<u>94,942,037</u>	<u>\$ 9,494</u>	<u>\$ 1,903,708</u>	<u>\$ (3,104,381)</u>	<u>\$ (1,191,179)</u>

See notes to the consolidated financial statements

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 1: Basis of Presentation

The accompanying consolidated condensed financial statements of Innovative Food Holdings, Inc. and subsidiary (collectively, the "Company") 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. The Company has incurred significant losses from operations in the fiscal year ended December 31, 2004 and in the first three quarters of the current year. The Company has also a working capital deficiency of \$633,291 as of September 30, 2005.

These conditions raise substantial doubt as to the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments that may result from the outcome of this uncertainty.

In the opinion of management, all adjustments for a fair statement of the results of operations and financial position for the interim periods presented have been included. All such adjustments are of a normal recurring nature. This financial information should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2004. There have been no significant changes in accounting policies since December 31, 2004.

**NOTE 2: Per Share Information**

In accordance with SFAS No. 128, "Earnings Per Share", basic net income per common share ("Basic EPS") is computed by dividing the net income attributable to common shareholders by the weighted-average number of common shares and dilutive common share equivalents and convertible securities then outstanding. SFAS No. 128 requires the presentation of both Basic EPS and Diluted EPS on the face of the Company's Consolidated Statements of Operations.

	<b>For the Nine Months Ended September 30,</b>	
	<b>2005</b>	<b>2004</b>
<b><u>Numerator:</u></b>		
Net Loss	\$ (417,070)	\$ (1,159,446)
<b><u>Denominator:</u></b>		
Weighted-average common shares outstanding	87,950,733	48,631,711
Dilutive effect of:		
Stock options and warrants		
Weighted-average common shares outstanding, assuming dilution	500,000,000	174,231,711
<b><u>Basic and Diluted Per Share Information:</u></b>		
Net loss per share - basic and diluted	\$ (0.0047)	\$ (0.0238)



## ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS

Some of the matters discussed in this section contain forward-looking statements and information relating to us that are based on the current beliefs and expectations of management, as well as assumptions made by and information currently available to us. When used in this section, and elsewhere in this Form 10-QSB, the words "anticipate", "believe", "estimate", "should" and "expect" and similar expressions, as they relate to us are intended to identify forward-looking statements. Such statements reflect the current views of our management with respect to future events and are subject to certain risks, uncertainties and assumptions, which could cause the actual results to differ materially from those reflected in the forward-looking statements.

### Cautionary Statements

The following are cautionary statements made pursuant to the Private Securities Litigation Reform Act of 1995 in order for the Company to avail itself of the "safe harbor" provisions of the Reform Act. The discussions and information in this document may contain both historical and forward-looking statements. To the extent that the document contains forward-looking statements regarding the financial condition, operating results, business prospects or any other aspect of the Company, please be advised that the Company's actual financial condition, operating results and business performance may differ materially from that projected or estimated by the Company in forward-looking statements. The differences may be caused by a variety of factors, including but not limited to adverse economic conditions, inability to attract prospective new customers or retain existing customers resulting in a declining revenue base, intense competition, including entry of new competitors and services, adverse federal, state and local government regulation, unexpected costs and operating deficits, lower sales and revenues than forecast, default on leases or other indebtedness, loss of supplies, price increases for capital, supplies and materials, inadequate capital and/or inability to raise financing, the risk of litigation and administrative proceedings involving the Company and its employees, higher than anticipated labor costs, the possible acquisition of new businesses that result in operating losses or that do not perform as anticipated, resulting in unanticipated losses, the possible fluctuation and volatility of the Company's operating results and financial condition, adverse publicity and news coverage, inability to carry out marketing and sales plans, loss of key executives, changes in interest rates, inflationary factors, and other specific risks that may be alluded to in this or in other reports issued by the Company. In addition to the above, specific risk factors relating to our business are contained in our Annual Report on Form 10-KSB for the year ended December 31, 2004.

The following discussion should be read in conjunction with the consolidated financial statements and the related notes thereto, as well as all other related notes, and financial and operational references, appearing elsewhere in this document.

## RESULTS OF OPERATIONS

Our net revenues for the three months ended September 30, 2005 and 2004 were \$1,303,929 and \$1,171,484, respectively, and our net revenues for the nine months ended September 30, 2005 and 2004 were \$3,800,119 and \$3,237,454, respectively. Management believes that this increase of approximately 12% for the three month period and approximately 17% for the six month period was primarily due to the increase in the number of divisions of US Foodservice ("USF") through which our products were sold, as well as the addition of new products to our offering.

The following table sets forth for the periods indicated the percentage of net revenues represented by the certain items reflected in our statement of operations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2005	2004	2005	2004
<b>Net Revenue</b>	100%	100%	100%	100%
<b>Cost of Goods Sold</b>	77%	78%	78%	85%
<b>Gross Margin</b>	23%	22%	22%	15%
<b>Selling, general and administrative expenses</b>	34%	45%	31%	50%
<b>Interest expense</b>	2%	1%	2%	1%
<b>Net Loss</b>	(13%)	(25%)	(11%)	(36%)

The following is a discussion of our financial condition and results of operations for the quarters ended September 30, 2005 and 2004. 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.

### Quarter Ended September 30, 2005 Compared to Quarter Ended September 30, 2004

Revenue increased by \$132,445, or 11%, to \$1,303,929 for the quarter ended September 30, 2005 from \$1,171,484 in the prior year, and by \$562,665, or 17%, to \$3,800,119 for the nine months ended September 30, 2005 from \$3,237,454 in the prior year. The substantial portion of the increase was attributable to increases in sales of meats and game, the addition of cheeses to our product offerings, and an increase in the number of divisions of USF that offered our products to their customers.

Our costs and expenses for the three months ended September 30, 2005 and 2004 are primarily comprised of (1) cost of goods sold (77% and 78%, respectively), (2) selling expenses (17% and 13%, respectively), and (3) general and administrative expenses (17% and 32%, respectively). Cost of sales on a consolidated basis increased \$4,650, to \$1,448,417 for the quarter ended September 30, 2005, from \$1,443,767 in the quarter ended September 30, 2004. Our costs and expenses for the nine months ended September 30, 2005 and 2004 are primarily comprised of (1) cost of goods sold (78% and 85%, respectively), (2) selling expenses (16% and 21%, respectively), and (3) general and administrative expenses (15% and 29%, respectively). Cost of sales on a consolidated basis increased \$221,760, or 5%, to \$2,964,413 for the nine months ended September 30, 2005, from \$2,742,653 in the nine months ended September 30, 2004.

Consolidated gross margin as a percentage of net revenue was 23% during the quarter ended September 30, 2005, compared to 22% in the quarter ended September 30, 2004, representing an absolute percentage point increase of 1%. Consolidated gross margin as a percentage of net revenue was 22% during the nine months ended September 30, 2005, compared to 15% in the nine months ended September 30, 2004. This increase was primarily due to more efficient operations in the earlier quarters of the year in 2005.

Selling expenses increased by approximately \$68,408, or 44%, from approximately \$155,961 to approximately \$224,369 for the quarters ended September 30, 2004 and 2005, respectively. Selling expenses decreased by approximately \$71,316, or 10%, from approximately \$689,646 to approximately \$618,330 for the nine months ended September 30, 2004 and 2005, respectively. The year-to-date decrease was attributable to a reduction in sales payroll.

General and Administrative expenses ("G&A") decreased by approximately \$148,324, or 40%, when comparing G&A of approximately \$369,414 and \$221,090 for the quarters ended September 30, 2004 and 2005, respectively. General and Administrative expenses ("G&A") decreased by approximately \$354,403, or 38%, when comparing G&A of approximately \$930,985 and \$576,582 for the nine months ended September 30, 2004 and 2005, respectively. The decrease was primarily attributable to participation in fewer USF food shows and reimbursement from USF for food shows attended.

We continuously evaluate the collectibility of trade receivables by reviewing such factors as deterioration of the results of operations and the financial condition or bankruptcy filings of our customers. As a result of this review process, we record bad debt provisions to adjust the carrying amount of the receivables to their realizable value. Provisions for bad debts are also recorded resulting from the review of other factors, including (a) length of time the receivables are past due, (b) historical experience and (c) other factors obtained during collection efforts. If the circumstances relating to any specific customers change adversely, our provision for bad debts would be changed accordingly.

#### **Other Income**

Other Income decreased by approximately \$17,444 from approximately \$50,367 for the quarter ended September 30, 2004 to approximately \$32,923 for the quarter ended September 30, 2005, and by approximately \$26,403 from approximately \$169,869 for the nine months ended September 30, 2004 to approximately \$143,466 for the nine months ended September 30, 2005.

**Liquidity and Capital Resources**

As of September 30, 2005, the Company had cash on hand of \$41,532, an increase of \$13,521 over December 31, 2004. During the nine months ended September 30, 2005, cash flows provided by financing activities were \$662,000, partially offset by cash used by operating activities of \$519,252 and cash used by investing activities of \$129,227.

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 will be sufficient 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.

**ITEM 3 - CONTROLS AND PROCEDURES****(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.

**(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**

Historically, we have funded our operating losses by sales, in private placements, of our equity and/or debt securities. The securities we sold during the three months ended September 30, 2005 consisted of convertible notes in the aggregate face amount of \$210,000, which are convertible into an additional 42,000,000 shares of our common stock. To those lender/investors we also issued warrants to purchase an aggregate of an additional 69,300,000 shares of our common stock at exercise prices ranging from \$0.005 to \$0.01265 per share. The issuance of these warrants and convertible notes were exempt from the registration requirements of the Securities Act of 1933, as amended (the "Act") pursuant to the provisions of Rule 506 of Regulation D since all the purchasers were accredited investors.

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

As previously reported, during the first two quarters of this year, we issued convertible notes with a face value of \$350,000. During these quarters, 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**

We mailed a Proxy Statement on or about June 21, 2005 to our stockholders of record as of June 15, 2005 in connection with our 2005 Annual Meeting of Stockholders, which was held on July 6, 2005 at the offices of Feder, Kaszovitz, Isaacson, Weber, Skala, Bass & Rhine LLP, 750 Lexington Avenue, New York, New York 10022. At the Meeting, the stockholders voted on four matters. There was no quorum for matters one and two as of the original transaction date, only as of the record date.

The first matter upon which the shareholders voted was the proposal to ratify the merger of Alpha Solarco into Fiber Application Systems Technology, Ltd. and the related 1,000 to 1 reverse split. The tabulation of the votes of shareholders as of the record date (both in person and by proxy) was as follows:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
49,490,182	-11-	30

There were no broker held non-voted shares represented at the Meeting with respect to this matter.

The second matter upon which the shareholders voted was the proposal to ratify the merger Fiber Application Systems Technology, Ltd. into Innovative Food Holdings, Inc. and the related 200 to 1 reverse split. The tabulation of the votes of shareholders as of the record date (both in person and by proxy) was as follows:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
49,490,182	-11-	39

There were no broker held non-voted shares represented at the Meeting with respect to this matter.

The third matter was the election of the members of the Board of Directors. The three directors elected and the tabulation of the votes (both in person and by proxy) were as follows:

<u>Nominees for Directors</u>	<u>For</u>	<u>Against</u>	<u>Withheld</u>
Michael Ferrone	49,490,170	n/a	28
Joe DiMaggio, Jr	46,040,015	n/a	3,450,029
Joel Gold	49,490,172	n/a	29

There were no broker held non-voted shares represented at the Meeting with respect to this matter.

The fourth matter upon which the shareholders voted was the proposal to ratify the appointment by the Board of Directors of Bernstein & Pinchuk LLP, as independent certified public accountants for the Company for 2005. The tabulation of the votes (both in person and by proxy) was as follows:

For

Against

Abstentions

49,490,217

-8-

7

There were no broker held non-voted shares represented at the Meeting with respect to this matter.

**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**

Jonathan D. Steckler  
/s/ Jonathan D. Steckler

**TITLE**

President

**DATE**

November 22, 2005

Carol Houston  
/s/ Carol Houston

Principal Financial Officer

November 22, 2005



I, Jonathan D. Steckler, certify that:

1. I have reviewed this Quarterly Report on Form 10-QSB for the quarterly period ended September 30, 2005 of Innovative Food Holdings, 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 statement made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15d-15(e) and 15d-15(e)) for the small business issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures, and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of small business issuer's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

/s/ Jonathan D. Steckler  
Jonathan D. Steckler, President  
November 22, 2005

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I, Carol Houston, certify that:

1. I have reviewed this Quarterly Report on Form 10-QSB for the quarterly period ended September 30, 2005 of Innovative Food Holdings, 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 statement made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15d-15(e) and 15d-15(e)) for the small business issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures, and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of small business issuer's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

/s/ Carol Houston  
Carol Houston, Principal Financial Officer  
November 22, 2005

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CERTIFICATION PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002  
(18 U.S.C. SECTION 1350)

In connection with the quarterly filing of Innovative Food Holdings, Inc., (the "Company") on Form 10-QSB for the period ended September 30, 2005, as filed with the Securities and Exchange Commission (the "Report"), I, Jonathan D. Steckler, President of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C.ss.1350), that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/Jonathan D. Steckler  
Jonathan D. Steckler  
President  
November 22, 2005

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CERTIFICATION PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002  
(18 U.S.C. SECTION 1350)

In connection with the quarterly filing of Innovative Food Holdings, Inc., (the "Company") on Form 10-QSB for the period ended September 30, 2005, as filed with the Securities and Exchange Commission (the "Report"), I, Carol Houston, Principal Financial Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C.ss.1350), that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/Carol Houston  
Carol Houston  
Principal Financial Officer  
November 22, 2005

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