

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-QSB

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

For the quarterly period ended June 30, 2003

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File No. **33-2783-S**

**FRAMEWAVES, INC.**

(Exact name of small business issuer as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation or organization)

**82-0404220**

(IRS Employer Identification No.)

**1981 East 4800 South, Suite 100, Salt Lake City, Utah, 84117**

(Address of principal executive offices)

**(801) 272-9294**

(Issuer's telephone number)

**Not Applicable**

(Former name, address and fiscal year, if changed since last report)

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

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Check whether the registrant has filed all documents and reports required to be filed by Sections 12, 13, or 15(d) of the Exchange Act subsequent to the distribution of securities under a plan confirmed by a court. Yes  No

APPLICABLE ONLY TO CORPORATE ISSUERS:

State the number of shares outstanding of each of the issuer's classes of common equity, as of the most recent practicable date: At August 1, 2003 there were 1,208,994 shares of common stock, par value \$.001 issued and outstanding.

Transitional Small Business Format: Yes  No

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FRAMEWAVES, INC.  
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(Inapplicable items have been omitted)

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## PART I.

### Financial Information

#### Item 1. Financial Statements (unaudited)

In the opinion of management, the accompanying unaudited financial statements included in this Form 10-QSB reflect all adjustments (consisting only of normal recurring accruals) necessary for a fair presentation of the results of operations for the periods presented. The results of operations for the periods presented are not necessarily indicative of the results to be expected for the full year.

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#### FRAMEWAVES, INC. AND SUBSIDIARY (A Development Stage Company)

#### CONSOLIDATED BALANCE SHEETS

JUNE 30, 2003 AND DECEMBER 31, 2002

<u>Assets</u>	June 30, <u>2003</u>	December 31, <u>2002</u>
Current Assets:		
Cash	\$ <u>2,066</u>	\$ <u>2,090</u>
Total current assets	<u>2,066</u>	<u>2,090</u>
Total Assets	\$ <u>2,066</u>	\$ <u>2,090</u>

Liabilities and Stockholders' Equity

Current Liabilities:

Accounts payable	<u>\$ 4,914</u>	<u>\$ 1,626</u>
Total current liabilities	<u>4,914</u>	<u>1,626</u>

Stockholders' Equity:

Common stock, \$.001 par value 100,000,000 shares authorized, 1,208,994 issued and outstanding	1,209	1,209
Additional paid-in capital	26,983	26,983
Deficit accumulated during the development stage	<u>(31,040)</u>	<u>(27,728)</u>
Total Stockholders' Equity	<u>(2,848)</u>	<u>464</u>
Total Liabilities and Stockholders' Equity	<u>\$ 2,066</u>	<u>\$ 2,090</u>

The accompanying notes are an integral part of the financial statements.

FRAMEWAVES, INC. AND SUBSIDIARY  
(A Development Stage Company)  
CONSOLIDATED STATEMENTS OF OPERATIONS  
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2003 AND 2002  
AND THE PERIOD DECEMBER 31, 1993 (Quasi-Reorganization)  
THROUGH JUNE 30, 2003

	For The Three Months Ended <u>June 30, 2002</u>	For The Three Months Ended <u>June 30, 2003</u>	For The Six Months Ended <u>June 30, 2002</u>	For The Six Months Ended <u>June 30, 2003</u>	For The Period December 31, 1993 (Quasi- Reorganization) Through <u>June 30, 2003</u>
Revenues	\$ --	\$ --	\$ --	\$ --	\$ 1,267
Expenses, general and administrative	<u>1,101</u>	<u>2,394</u>	<u>3,312</u>	<u>2,394</u>	<u>32,307</u>
Operating Loss	(1,101)	(2,394)	(3,312)	(2,394)	(31,040)
Other Income (Expense)	--	--	--	--	--
Net Loss	<u>\$(1,101)</u>	<u>\$(2,394)</u>	<u>\$(3,312)</u>	<u>\$(2,394)</u>	<u>\$(31,040)</u>
Net Loss per Share	<u>\$ --</u>	<u>\$ --</u>	<u>\$ --</u>	<u>\$ --</u>	<u>\$ (.03)</u>

The accompanying notes are an integral part of the financial statements.

FRAMEWAVES, INC. AND SUBSIDIARY  
(A Development Stage Company)  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY  
FOR THE PERIOD DECEMBER 31, 1993 (Quasi - Reorganization) THROUGH JUNE 30, 2003

	<u>Shares</u>	<u>Common Stock</u> <u>Amount</u>	<u>Additional</u> <u>Paid-in</u> <u>Capital</u>	<u>Deficit</u> <u>Accumulated</u> <u>During the</u> <u>Development</u> <u>Stage</u>
Balance, December 31, 1993	65,600	\$ 66	\$ (66)	\$ --
Net loss accumulated for the period December 31, 1993 (quasi-reorganization) through December 31, 2000	--	--	--	(16,379)
Common stock issued for cash and services at \$.10/ share on November 3, 2000	100,000	100	9,900	--
Contribution by shareholder for Company expenses paid directly by shareholder	--	--	9,817	--
Common stock issued in acquisition of subsidiary, Corners, Inc. on December 27, 2000	1,000,000	1,000	(90)	--
Common stock issued due to rounding up shareholders with less than 100 shares after 100 for 1 reverse stock split effective December 27, 2000	<u>42,969</u>	<u>43</u>	<u>(43)</u>	<u>--</u>
Balance, December 31, 2000	1,208,569	1,209	19,518	(16,379)

The accompanying notes are an integral part of the financial statements.

FRAMEWAVES, INC. AND SUBSIDIARY  
(A Development Stage Company)  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY – CONTINUED  
FOR THE PERIOD DECEMBER 31, 1993 (Quasi - Reorganization) THROUGH JUNE 30, 2003

	<u>Shares</u>	<u>Common Stock</u> <u>Amount</u>	<u>Additional</u> <u>Paid-in</u> <u>Capital</u>	<u>Deficit</u> <u>Accumulated</u> <u>During the</u> <u>Development</u> <u>Stage</u>
Common stock issued due to stock split adjustment	425	--	--	--
Contribution by shareholder for Company expenses paid				

directly by shareholder	--	--	2,121	--
Net loss for the year ended December 31, 2001	<u>--</u>	<u>--</u>	<u>--</u>	<u>(5,983)</u>
Balance, December 31, 2001	1,208,994	1,209	21,639	(22,362)
Contribution by shareholder for Company expenses paid directly by shareholder	--	--	5,344	--
Net loss for the year ended December 31, 2002	<u>--</u>	<u>--</u>	<u>--</u>	<u>(5,366)</u>
Balance, December 31, 2002	1,208,994	1,209	26,983	(27,728)
Net loss for the six months ended June 30, 2003	<u>--</u>	<u>--</u>	<u>--</u>	<u>(2,211)</u>
Balance, June 30, 2003	<u>1,208,994</u>	<u>\$ 1,209</u>	<u>\$ 26,983</u>	<u>\$(29,939)</u>

The accompanying notes are an integral part of the financial statements.

FRAMEWAVES, INC. AND SUBSIDIARY  
(A Development Stage Company)  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE SIX MONTHS ENDED JUNE, 2003 AND 2002  
AND THE PERIOD DECEMBER 31, 1993 (Quasi-Reorganization)  
TO JUNE 30, 2003

	For the Six Months Ended June 30, <u>2003</u>	For the Six Months Ended June 30, <u>2002</u>	For the period December 31, 1993 (Quasi – Reorganization) Through June 30, <u>2003</u>
Cash flows from operating activities:			
Net loss	\$ (3,312)	\$(2,394)	\$(31,040)
Adjustments to reconcile net income to cash provided by operating activities:			
Contribution from shareholder	--	--	17,282
Common stock issued for services	--	--	5,000
Increase in accounts payable	<u>3,288</u>	<u>2,376</u>	<u>4,914</u>
Net cash used by operating activities:	<u>(24)</u>	<u>(18)</u>	<u>(3,844)</u>
Cash flows from investing activities:			
Cash received in acquisition of subsidiary	<u>--</u>	<u>--</u>	<u>910</u>
Cash flows from financing activities:			
Issuance of common stock	<u>--</u>	<u>--</u>	<u>5,000</u>
Net increase (decrease) in cash	(24)	(18)	2,066

Cash, beginning of period	<u>2,090</u>	<u>2,127</u>	<u>--</u>
Cash, end of period	<u>\$ 2,066</u>	<u>\$ 2,109</u>	<u>\$ 2,066</u>
Interest paid	<u>\$ --</u>	<u>\$ --</u>	<u>\$ --</u>
Income taxes paid	<u>\$ --</u>	<u>\$ --</u>	<u>\$ --</u>

The accompanying notes are an integral part of the financial statements.

FRAMEWAVES, INC. AND SUBSIDIARY  
(A Development Stage Company)  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Business and Significant Accounting Policies

a. Summary of Business

The Company was incorporated under the laws of the State of Nevada on December 23, 1985. The Company was formed to pursue business opportunities. The Company was unsuccessful in its operations. During 1993, Management determined it was in the best interest of the Company to discontinue its previous operations. The Company is considered to have re-entered into a new development stage on December 31, 1993. Because the Company discontinued its previous operations and is selling new potential business opportunities, the Company adopted quasi-reorganization accounting procedures to provide the Company a Afresh start@ for accounting purposes.

b. Principles of Consolidation

The consolidated financial statements contain the accounts of the Company and its wholly-owned subsidiary, Corners, Inc. All significant intercompany balances and transactions have been eliminated.

c. Cash Flows

For purposes of the statement of cash flows, the Company considers all highly liquid investments purchased with a maturity of three months or less to be cash or cash equivalents.

d. Net Loss Per Share

The net loss per share calculation is based on the weighted average number of shares outstanding during the period.

e. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

FRAMEWAVES, INC. AND SUBSIDIARY  
(A Development Stage Company)  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

2. Quasi-Reorganization

December 7, 2000, the shareholders of the Company approved to adopt quasi-reorganization accounting procedures. Quasi-reorganization accounting allowed the Company to eliminate its previous accumulated deficit of approximately \$235,000 against additional paid-in capital. Therefore, the adoption of quasi-reorganization accounting procedures gave the Company a Afresh start@ for accounting purposes. The Company is also considered as re-entering a new development stage on December 31, 1993, as it discontinued all of its previous operations. These financial statements have been restated to reflect the change.

Stock Split

On December 27, 2000, the Company approved a 100 for 1 reverse split of the issued and outstanding common stock but no shareholder's ownership shall be less than 100 shares. An additional 43,394 shares were issued as a result of rounding up to the 100 share minimum.

The 100 for 1 reverse split has been retroactively applied in the accompanying financial statements.

Amended Articles of Incorporation

On December 27, 2000, the Company amended its articles of incorporation to change its name from Messidor Limited to FrameWaves, Inc. In addition, the Company decreased its authorized shares from 500,000,000 to 110,000,000 shares of stock of which 100,000,000 shall be designated common stock and 10,000,000 shall be designated preferred stock. At June 30, 2003, no preferred stock has been issued by the Company. The Company has the authorization to issue the preferred stock in one or more series and to determine the voting rights, preferences as to dividends and liquidation, conversion rights, and other rights of each series.

#### 5. Issuance of Common Stock

On November 3, 2000, the Company issued 100,000 shares of its \$.001 par value common stock for an aggregate price of \$10,000. \$5,000 was received in cash and \$5,000 for services rendered.

#### 6. Stock Options and Warrants

The Company has designated 2,000,000 shares of its authorized and unissued common stock to a future stock option plan. At June 30, 2003, there are no options or warrants outstanding to acquire the Company's common stock.

FRAMEWAVES, INC. AND SUBSIDIARY  
(A Development Stage Company)  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

#### 1. Acquisition of Subsidiary

On December 27, 2000, the Company acquired 100% of the outstanding common shares of Corners, Inc. in exchange for the issuance of 1,000,000 shares of its previously authorized but unissued common stock. Corners, Inc. was purchased at book value of \$910 or \$.001 per share. The acquisition has been accounted for on the purchase method and 100% of the purchase price was allocated to cash. Corners, Inc. did not have any significant revenues or expenses during the year ended December 31, 2000; therefore, pro forma condensed statement of operations is not presented.

#### 8. Income Taxes

The Company has had no taxable income under Federal or State tax laws.

### **Item 2. Management's Discussion and Analysis of Financial Condition or Plan of Operation**

#### **Forward-Looking Statement Notice**

When used in this report, the words "may," "will," "expect," "anticipate," "continue," "estimate," "project," "intend," and similar expressions are intended to identify forward-looking statements within the meaning of Section 27a of the Securities Act of 1933 and Section 21e of the Securities Exchange Act of 1934 regarding events, conditions, and financial trends that may affect the Company's future plans of operations, business strategy, operating results, and financial position. Persons reviewing this report are cautioned that any forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties and that actual results may differ materially from those included within the forward-looking statements as a result of various factors. Such factors are discussed under the "Item 2. Management's Discussion and Analysis of Financial Condition or Plan of Operations," and also include general economic factors and conditions that may directly or indirectly impact the Company's financial condition or results of operations.

#### **Description of Business**

##### **History**

FrameWaves, Inc. (the "Company" or "FrameWaves") was originally incorporated under the name of Messidor Limited on December 23, 1985 as a development stage company for the purpose of engaging in all lawful transactions permitted under the State of Nevada, including the acquisition of various business opportunities to provide profit and maximize shareholder value.

On December 27, 2000, the shareholders, at a special meeting, changed the Company's name from Messidor Limited to FrameWaves, Inc. The shareholders also approved the acquisition of Corners, Inc. ("Corners"), a Nevada corporation, whereby the Company exchanged 1,000,000 shares of the Company's common stock for all of Corner's issued and outstanding shares of common stock. Corners had incorporated on November 17, 1998 in the State of Nevada to provide custom framing for interior designers in conjunction with business contacts provided by Corners' officers and directors. Since its inception, Corners has had limited operations due to its officers' and directors' other obligations, however, the officers and directors have maintained their business contacts with certain interior designers. FrameWaves intends to use Corners as an operating subsidiary and actively pursue the custom framing business by utilizing Corners' business contacts to procure contracts for future operations, and to engage in a comprehensive and aggressive marketing campaign, including but not limited to, soliciting unknown but potential business contacts through direct mailings, media, and other mediums that will generate leads to contracts for future operations

##### **Principal Products and Services**

FrameWaves principal product and service consists of providing customized frames to interior designers and retail consumers. This will be

accomplished by interfacing directly with designers and consumers where they will be presented with a selection of FrameWaves' materials and styles in order to determine the type and quality of frame desired. FrameWaves will then customize frames to the clients' specifications. Such customization might entail the ordering, designing, manufacturing, or the subcontracting of work in order to meet the clients' needs. This product and service will allow FrameWaves to be a complete and professional supplier of customized frames to the interior designers and retail customers. However, the Company is a development stage company with sporadic operations and has yet to establish any significant contracts with frame suppliers, interior designers or retail consumers.

## Marketing

FrameWaves intends to market its product and service to interior designers and retail consumers through established business contacts of the officers and directors, direct mailing program targeting interior designers, and word of mouth. FrameWaves might also market its products and services by advertising in widely distributed magazines that Management considers influential among designers and consumers. These advertisements will focus on FrameWaves' ability to be a complete and professional supplier of customized frames. However, the Company is in its development stage and has not yet launched any of the above marketing strategies, and there is no assurance that such marketing strategies will be launched in the future. Additionally, the Company cannot predict whether it will, in the future, be dependent upon one or a few major customers.

## Result of Operations, Three Month and Six Month Periods Ended June 30, 2003 and 2002

The Company generated no revenue during the three month and six month periods ended June 30, 2003 and 2002.

General and administrative expenses for the three month period ended June 30, 2003 were \$1,101 compared to general and administrative expenses of \$2,394 during the three months ended June 30, 2002. Expenses consisted of general corporate administration, legal and professional fees, and accounting and auditing costs. As a result of these factors, the Company realized a net loss of \$1,101 for the three months ended June 30, 2003 and a net loss \$2,394 for the comparable period in 2002.

Expenses for the six months ended June 30, 2003 were \$3,312 compared to general and administrative expenses of \$2,394 during the six months ended June 30, 2002. Expenses consisted of general corporate administration, legal and professional fees, and accounting and auditing costs. As a result of these factors, the Company realized a net loss of \$3,312 for the six months ended June 30, 2003 and a net loss \$2,394 for the comparable period in 2002.

Cumulative net loss from quasi reorganization on December 31, 1993 through June 30, 2003 was \$31,040.

## Liquidity and Capital Resources

At June 30, 2003, the Company's total assets consisted of \$2,066 in cash. Total current liabilities at June 30, 2003 consisted of \$4,914 in accounts payable. At December 31, 2002, the Company had total assets consisting of \$2,090 in cash and total liabilities consisting of \$1,626 in accounts payable.

The Company has no material commitments for the next twelve months and believes that its current cash needs can be met with the cash on hand and continued operations. However, should the Company find it necessary to raise additional capital, the Company may sell common stock of the Company, take loans from officers, directors or shareholders or enter into debt financing agreements.

## Item 3. Controls and Procedures

Within the 90-day period prior to the date of this report, we evaluated the effectiveness and operation of our disclosure controls and procedures under the supervision of our Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that we maintain proper procedures for gathering, analyzing and disclosing all information in a timely fashion that is required to be disclosed in its Exchange Act reports. There have been no significant changes in internal controls or other factors that could significantly affect internal controls subsequent to the date we carried out our evaluation.

## PART II. Other Information

### Item 6. Exhibits and Reports on Form 8-K.

Reports on Form 8-K: No reports on Form 8-K were filed by Framewaves during the quarter ended June 30, 2003.

Exhibits:

Exhibit Number	Title	Location
31.1	Certification of Chief Executive Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002	Attached
31.2	Certification of Chief Financial Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002	Attached
32.1	Certification of Chief Executive Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002	Attached
32.2	Certification of Chief Financial Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002	Attached

## SIGNATURES

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

**FRAMEWAVES, INC.**

Date: August 7, 2003

/s/Thomas A. Thomsen



Thomas A. Thomsen  
President  
Chief Executive Officer

Date: August 7, 2003

/s/Susan Santage  
Susan Santage  
Chief Financial Officer

**Exhibit 31.1**

**Certification Pursuant to 18 U.S.C. Section 1350, As Adopted  
Pursuant to Section 302 of The Sarbanes-Oxley Act of 2002**

I, Thomas A. Thomsen, the Chief Executive Officer of FrameWaves, Inc. (the "Company"), certify that:

1. I have reviewed this quarterly report on Form 10-QSB of the Company;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
  - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

August 7, 2003

/s/Thomas A. Thomsen  
Thomas A. Thomsen  
Chief Executive Officer

**Exhibit 31.2**

**Certification Pursuant to 18 U.S.C. Section 1350, As Adopted  
Pursuant to Section 302 of The Sarbanes-Oxley Act of 2002**

I, Susan Santage, the Chief Financial Officer of FrameWaves, Inc. (the "Company"), certify that:

1. I have reviewed this quarterly report on Form 10-QSB of the Company;

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

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

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

August 7, 2003

/s/Susan Santage  
Susan Santage  
Chief Financial Officer

**EXHIBIT 32.1**

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

In connection with the Quarterly Report of Framewaves, Inc. (the "Company") on Form 10-QSB for the period ended June 30, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Thomas A. Thomsen, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

(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 result of operations of the Company.

/s/Thomas A. Thomsen  
Thomas A. Thomsen  
Chief Executive Officer  
August 7, 2003

**EXHIBIT 32.2**

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

In connection with the Quarterly Report of Framewaves, Inc. (the "Company") on Form 10-QSB for the period ended June 30, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Susan Santage, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

(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 result of operations of the Company.

/s/Susan Santage  
Susan Santage  
Chief Financial Officer  
August 7, 2003