

U.S. Securities and Exchange Commission
Washington, D.C. 20549
Form 10-QSB

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2004

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT
For the transition period from _____ to _____

Commission file number: **33-2783-S**

Frameworkaves, Inc.

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

Nevada **87-699977**
(State or other jurisdiction of (IRS Employer Identification No.)
incorporation or organization)

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, former address and former fiscal year, if changed since last report)

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
No

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

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

APPLICABLE ONLY TO CORPORATE ISSUERS

The aggregate number of shares issued and outstanding of the issuer's common stock as of September 30, 2004 was 1,208,994 shares of \$0.001 par value.

Transitional Small Business Disclosure Format (Check one):

Yes No

FORM 10-QSB
FRAMEWAVES, INC.
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(Inapplicable items have been omitted)

PART I.

FINANCIAL INFORMATION

ITEM 1. Financial Statements (unaudited)

FRAMEWAVES, INC. AND SUBSIDIARY
(A Development Stage Company)
CONSOLIDATED BALANCE SHEETS
SEPTEMBER 30, 2004 AND DECEMBER 31, 2003

<u>Assets</u>	September 30, <u>2004</u>	December 31, <u>2003</u>
Current Assets:		
Cash	<u>\$ 1,429</u>	<u>\$ 2,040</u>
Total current assets	<u>1,429</u>	<u>2,040</u>
Total Assets	<u>\$ 1,429</u>	<u>\$ 2,040</u>
<u>Liabilities and Stockholders' Equity</u>		
Current Liabilities:		
Accounts payable	<u>\$ 7,530</u>	<u>\$ 2,617</u>
Total current liabilities	<u>7,530</u>	<u>2,617</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	31,897	31,897
Deficit accumulated during the development stage	<u>(39,207)</u>	<u>(33,683)</u>
Total Stockholders' Equity	<u>(6,101)</u>	<u>(577)</u>
Total Liabilities and Stockholders' Equity	<u>\$ 1,429</u>	<u>\$ 2,040</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 NINE MONTHS ENDED SEPTEMBER 30, 2004 AND 2003
AND THE PERIOD DECEMBER 31, 1993 (Quasi-Reorganization)
THROUGH SEPTEMBER 30, 2004

	For The Three Months Ended September 30, <u>2004</u>	For The Three Months Ended September 30, <u>2003</u>	For The Nine Months Ended September 30, <u>2004</u>	For The Nine Months Ended September 30, <u>2003</u>	For The Period December 31, 1993 (Quasi- Reorganization) Through September 30, <u>2004</u>
Revenues	\$ --	\$ --	\$ --	\$ --	\$ 1,267
Expenses, general and administrative	<u>1,312</u>	<u>401</u>	<u>5,524</u>	<u>3,713</u>	<u>40,474</u>
Operating Loss	(1,312)	(401)	(5,524)	(3,713)	(39,207)
Other Income (Expense)	<u>--</u>	<u>--</u>	<u>--</u>	<u>--</u>	<u>--</u>
Net Loss	<u>\$ (1,312)</u>	<u>\$ (401)</u>	<u>\$ (5,524)</u>	<u>\$ (3,713)</u>	<u>\$ (39,207)</u>
Net Loss per Share	<u>\$ --</u>	<u>\$ --</u>	<u>\$ --</u>	<u>\$ --</u>	<u>\$ (.08)</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 SEPTEMBER 30, 2004

	<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Deficit Accumulated During the Development Stage</u>
	<u>Shares</u>	<u>Amount</u>		
Balance, December 31, 1993	65,600	\$ 66	\$ (66)	\$ --
Net loss accumulated for the period December 31, 1993 (quasi-reorganization) through December 31, 2001	--	--	--	(22,362)
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	--	--	11,938	--
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>43,394</u>	<u>43</u>	<u>(43)</u>	<u>--</u>
Balance, December 31, 2001	<u>1,208,994</u>	<u>\$ 1,209</u>	<u>\$ 21,639</u>	<u>\$ (22,362)</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 - CONTINUED
FOR THE PERIOD DECEMBER 31, 1993 (Quasi - Reorganization)
THROUGH SEPTEMBER 30, 2004

	<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Deficit Accumulated During the Development Stage</u>
	<u>Shares</u>	<u>Amount</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)
Contribution by shareholder for Company expenses paid directly by shareholder	--	--	4,914	--
Net loss for the year ended December 31, 2003	<u>--</u>	<u>--</u>	<u>--</u>	<u>(5,955)</u>
Balance, December 31, 2003	1,208,994	1,209	31,897	(33,683)
Net loss for the nine months ended September 30, 2004	<u>--</u>	<u>--</u>	<u>--</u>	<u>(5,524)</u>
Balance, September 30, 2004	<u>1,208,994</u>	<u>\$ 1,209</u>	<u>\$ 31,897</u>	<u>\$(39,207)</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 NINE MONTHS ENDED SEPTEMBER 30, 2004 AND 2003
AND THE PERIOD DECEMBER 31, 1993 (Quasi-Reorganization)
THROUGH SEPTEMBER 30, 2004

	For the Nine Months Ended September 30, <u>2004</u>	For the Nine Months Ended September 30, <u>2003</u>	For the period December 31, 1993 (Quasi- Reorganization) Through September 30, <u>2004</u>
Cash flows from operating activities:			
Net loss	\$ (5,524)	\$ (3,713)	\$ (39,207)
Adjustments to reconcile net income to cash provided by operating activities:			
Contribution from shareholder	--	--	22,196
Common stock issued for services	--	--	5,000
Increase in accounts payable	<u>4,913</u>	<u>3,676</u>	<u>7,530</u>
Net cash used by operating activities:	<u>(611)</u>	<u>(37)</u>	<u>(4,481)</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	(611)	(37)	1,429
Cash, beginning of period	<u>2,040</u>	<u>2,090</u>	<u>--</u>
Cash, end of period	<u>\$ 1,429</u>	<u>\$ 2,053</u>	<u>\$ 1,429</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 "fresh 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.

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 "fresh 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.

Notes to Financial Statements - Continued

1. 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.

2. 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 September 30, 2004, 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 September 30, 2004, there are no options or warrants outstanding to acquire the Company's common stock.

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.

8. Income Taxes

The Company has had no taxable income under Federal or State tax laws. The Company has loss carryforwards totaling \$33,683 that may be offset against future federal income taxes. If not used, the carryforwards will expire between 2020 and 2023. Due to the Company being in the development stage and incurring net operating losses, a valuation allowance has been provided to reduce the deferred tax assets from the net operating losses to zero. Therefore, there are no tax benefits recognized in the accompanying statement of operations.

ITEM 2. Management's Discussion and Analysis of Financial Condition or Plan of Operations

Safe Harbor for Forward-Looking Statements

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.

Our 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.

Our Business

FrameWaves originally intended to use Corners as an operating subsidiary and to 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 might generate leads to contracts for future operations.

As of the date of this report, Framewaves has been unsuccessful in implementing its business plan and has no ongoing operations. Due to other obligations the Company's officers and directors have been unable to devote adequate time to developing the business and have yet to engage in any contract negotiations with frame suppliers, interior designers or retail consumers. Framewaves has had only limited operations since inception, has not generated any revenues since the fourth quarter of 2001.

Management intends to continue pursuing their original plan of operation. However, there is no assurance that the Company will ever successfully pursue or implement such a business plan. For these reasons, management believes that while it will continue to attempt to implement their framing industry business plan it is in the best interest of the Company and its shareholders to simultaneously seek, investigate, and if warranted, acquire an interest in a different business opportunity. We are not restricting our search to any particular industry or geographical area. We may therefore engage in essentially any business in any industry. Our management has unrestricted discretion in seeking and participating in a business opportunity, subject to the availability of such opportunities, economic conditions and other factors.

The selection of a business opportunity in which to participate is complex and extremely risky and will be made by management in the exercise of its business judgment. There is no assurance that we will be able to identify and acquire any business opportunity which will ultimately prove to be beneficial to our company and shareholders.

Because we have no specific business plan or expertise, our activities are subject to several significant risks. In particular, any business acquisition or participation we pursue will likely be based on the decision of management without the consent, vote, or approval of our shareholders.

Sources of Opportunities

We anticipate that business opportunities may arise from various sources, including officers and directors, professional advisers, securities broker-dealers, venture capitalists, members of the financial community, and others who may present unsolicited proposals.

We will seek potential business opportunities from all known sources, but will rely principally on the personal contacts of our officers and directors as well as indirect associations between them and other business and professional people. Although we do not anticipate engaging professional firms specializing in business acquisitions or reorganizations, we may retain such firms if management deems it in our best interests. In some instances, we may publish notices or advertisements seeking a potential business opportunity in financial or trade publications.

Criteria

We will not restrict our search to any particular business, industry or geographical location. We may acquire a business opportunity in any stage of development. This includes opportunities involving "start up" or new companies. In seeking a business venture, management will base their decisions on the business objective of seeking long-term capital appreciation in the real value of our company. We will not be controlled by an attempt to take advantage of an anticipated or perceived appeal of a specific industry, management group, or product.

In analyzing prospective business opportunities, management will consider the following factors:

- available technical, financial and managerial resources;
- working capital and other financial requirements;
- the history of operations, if any;
- prospects for the future;
- the nature of present and expected competition;
- the quality and experience of management services which may be available and the depth of the management;

- the potential for further research, development or exploration;
- the potential for growth and expansion;
- the potential for profit;
- the perceived public recognition or acceptance of products, services, trade or service marks, name identification; and other relevant factors.

Generally, our management will analyze all available factors and make a determination based upon a composite of available facts, without relying on any single factor.

Methods of Participation of Acquisition

Management will review specific business opportunities and then select the most suitable opportunities based on legal structure or method of participation. Such structures and methods may include, but are not limited to, leases, purchase and sale agreements, licenses, joint ventures, other contractual arrangements, and may involve a reorganization, merger or consolidation transaction. Management may act directly or indirectly through an interest in a partnership, corporation, or other form of organization.

Procedures

As part of our investigation of business opportunities, officers and directors may meet personally with management and key personnel of the firm sponsoring the business opportunity. We may visit and inspect material facilities, obtain independent analysis or verification of certain information provided, check references of management and key personnel, and conduct other reasonable measures.

We will generally ask to be provided with written materials regarding the business opportunity. These materials may include the following:

- descriptions of product, service and company history; management resumes;
- financial information;
- available projections with related assumptions upon which they are based;
- an explanation of proprietary products and services;
- evidence of existing patents, trademarks or service marks or rights thereto;
- present and proposed forms of compensation to management;
- a description of transactions between the prospective entity and its affiliates;
- relevant analysis of risks and competitive conditions;
- a financial plan of operation and estimated capital requirements;
- and other information deemed relevant.

Competition

We expect to encounter substantial competition in our efforts to acquire a business opportunity. The primary competition is from other companies organized and funded for similar purposes, small venture capital partnerships and corporations, small business investment companies and wealthy individuals.

Results of Operations for the Three and Nine-Month Periods Ended September 30, 2004 and 2003

The Company generated no revenue during the three and nine-month periods ended September 30, 2004 and 2003.

General and administrative expenses for the three months ended September 30, 2004 were \$1,312 compared to general and administrative expenses of \$401 during the three-month period ended September 30, 2003. General and administrative expenses for the nine-month period ended September 30, 2004 were \$5,524 compared to general and administrative expenses of \$3,713 during the nine-month period ended September 30, 2003. 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 \$1,312 and \$5,524 respectively for the three and nine-month periods ended September 30, 2004 and a net loss of \$401 and 3,713 for the comparable periods in 2003.

Cumulative net loss from quasi-reorganization on December 31, 1993 through September 30, 2004 was \$39,207.

Liquidity and Capital Resources

At September 30, 2004, the Company's total assets consisted of \$1,429 in cash. Total current liabilities at September 30, 2004 consisted of \$7,530 in accounts payable. At December 31, 2003, the Company had total assets consisting of \$2,040 in cash and total liabilities consisting of \$2,617 in accounts payable.

The Company has no material commitments for the next twelve months. Currently the Company has a capital deficit and its current liquidity needs cannot be met with the cash on hand. As a result, our independent auditors have expressed substantial doubt about our ability to continue as a going concern. In the past, the Company has relied on capital contributions from shareholders to supplement operating capital when necessary. The Company may sell common stock, take loans from officers, directors or shareholders or enter into debt financing agreements to meet its liquidity needs for the next twelve months. However, there are no agreements or understandings to this effect.

ITEM 3. Controls and Procedures

(a) *Evaluation of disclosure controls and procedures*. Based on the evaluation of our disclosure controls and procedures (as defined in Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) required by Securities Exchange Act Rules 13a-15(b) or 15d-15(b), our Chief Executive Officer and our Chief Financial Officer have concluded that as of the end of the period covered by this report, our disclosure controls and procedures were effective.

(b) *Changes in internal controls*. There were no changes in our internal control over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II

OTHER INFORMATION

ITEM 6. Exhibits and Reports on Form 8-K

No reports on Form 8-K were filed by FrameWaves during the quarter ended September 30, 2004.

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: November 11, 2004

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

Date: November 11, 2004

/s/ Susan Santage
Susan Santage
Chief Financial Officer

Exhibit 31.1

**Certification Pursuant to pursuant to Rule 13a-14(a) or Rule 15d-14(a)
of the Securities Exchange Act of 1934, as amended**

I, Thomas A. Thomsen 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 report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. As the registrant's certifying officer, I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and I have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. As the registrant's certifying officer, I have disclosed, based on my most recent evaluation of internal control over financial reporting, 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 and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

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

Date: November 11, 2004

Exhibit 31.2

**Certification Pursuant to pursuant to Rule 13a-14(a) or Rule 15d-14(a)
of the Securities Exchange Act of 1934, as amended**

I, Susan Santage 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 report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. As the registrant's certifying officer, I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and I have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. As the registrant's certifying officer, I have disclosed, based on my most recent evaluation of internal control over financial reporting, 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 and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Susan Santage
Susan Santage
Chief Financial Officer

Date: November 11, 2004

**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. a Nevada corporation (the "Company"), on Form 10-QSB for the quarterly period ending September 30, 2004 as filed with the Securities and Exchange Commission (the "Report"), I, Thomas A. Thomsen, Chief Executive Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350), that to my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d));
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

Date: November 11, 2004

**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. a Nevada corporation (the "Company"), on Form 10-QSB for the quarterly period ending September 30, 2004 as filed with the Securities and Exchange Commission (the "Report"), I, Susan Santage, Chief Financial Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350), that to my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d));
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

Date: November 11, 2004