

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 March 31, 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

FRAMEWAVES, INC.

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

NEVADA
(State or other jurisdiction of incorporation or organization)

87-699977
(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, 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 March 31, 2004 was 1,208,994 shares of \$0.001par value.

Transitional Small Business Disclosure Format (Check one):
Yes No

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FORM 10-QSB

FRAMEWAVES, INC. AND SUBSIDIARY
(A DEVELOPMENT STAGE COMPANY)
QUARTERLY REPORT FOR THE PERIOD ENDED MARCH 31, 2004

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PART I - FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

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FRAMEWAVES, INC. AND SUBSIDIARY
(A Development Stage Company)
CONSOLIDATED BALANCE SHEET
MARCH 31, 2004 AND DECEMBER 31, 2003

Assets	March 31, 2004	December 31, 2003
<hr/>		
<S>	<C>	<C>
Current Assets:		
Cash	\$ 2,015	\$ 2,040
	<hr/>	<hr/>
Total current assets	2,015	2,040
	<hr/>	<hr/>
Total Assets	\$ 2,015	\$ 2,040
	<hr/> <hr/>	<hr/> <hr/>
Liabilities and Stockholders' Equity		
<hr/>		
Current Liabilities:		
Accounts payable	\$ 4,222	\$ 2,617
	<hr/>	<hr/>
Total current liabilities.	4,222	2,617
	<hr/>	<hr/>
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	(35,313)	(33,683)
	<hr/>	<hr/>
Total Stockholders' Equity	(2,207)	(577)
	<hr/>	<hr/>
Total Liabilities and Stockholders' Equity	\$ 2,015	\$ 2,040
	<hr/> <hr/>	<hr/> <hr/>

</TABLE>

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

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FRAMEWAVES, INC. AND SUBSIDIARY

(A Development Stage Company)

CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE THREE MONTHS ENDED MARCH 31, 2004 AND 2003

	For the Three Months Ended March 31, 2004	For the Three Months Ended March 31, 2003	For the period December 31, 1993 (Quasi- Reorganization) Through March 31, 2004
<S>	<C>	<C>	<C>
Revenues	\$ --	\$ --	\$ 1,267
Expenses, general and administrative.	1,630	2,211	36,580
Operating loss . . .	(1,630)	(2,211)	(35,313)
Other income (expense)	--	--	--
Net Loss	\$ (1,630)	\$ (2,211)	\$ (35,313)
Net loss per share . .	\$ --	\$ --	\$ (.09)

</TABLE>

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

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FRAMEWAVES, INC. AND SUBSIDIARY

(A Development Stage Company)

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

FOR THE PERIOD DECEMBER 31, 1993 (Quasi - Reorganization) THROUGH MARCH 31, 2004

	Common Stock		Additional Paid-in Capital	Deficit Accumulated During the Development Stage
	Shares	Amount		
<S>	<C>	<C>	<C>	<C>
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.	43,394	43	(43)	--
Balance, December 31, 2001	1,208,994	\$ 1,209	\$ 21,639	\$ (22,362)

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

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FRAMEWAVES, INC. AND SUBSIDIARY

(A Development Stage Company)

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY - CONTINUED

FOR THE PERIOD DECEMBER 31, 1993 (Quasi - Reorganization) THROUGH MARCH 31, 2004

	Common Shares	Stock Amount	Additional Paid-in Capital	Deficit Accumulated During the Development Stage
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	--	--	--	(5,336)
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	--	--	--	(5,955)
Balance, December 31, 2003	1,208,994	1,209	31,897	(33,683)
Net loss for the three months ended March 31, 2004	--	--	--	(1,630)
Balance, March 31, 2004	1,208,994	\$ 1,209	\$31,897	\$ (35,313)

</TABLE>

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

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FRAMEWAVES, INC. AND SUBSIDIARY

(A Development Stage Company)

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2004 AND 2003

	For the Three Months Ended March 31, 2004	For the Three Months Ended March 31, 2003	For the period December 31, 1993 (Quasi - Reorganization) Through March 31, 2004
<S>	<C>	<C>	<C>
Cash flows from			
operating activities:			
Net loss	\$ (1,630)	\$ (2,211)	\$ (35,313)
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	1,605	2,199	4,222
Net cash used			
by operating			
activities:	(25)	(12)	(3,895)
Cash flows from			
investing activities:			
Cash received in			
acquisition of subsidiary	--	--	910
Cash flows from			
financing activities:			
Issuance of			
common stock	--	--	5,000
Net increase (decrease) in cash	(25)	(12)	2,015
Cash, beginning of period	2,040	2,090	--
Cash, end of period	\$ 2,015	\$ 2,078	\$ 2,015
Interest paid	\$ --	\$ --	\$ --
Income taxes paid	\$ --	\$ --	\$ --

</TABLE>

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.

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

Notes to Financial Statements (Continued)

2. Quasi-Reorganization (Continued)

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.

3. Stock Split

On December 27, 2000, the Company approved a 100 for 1 reverse split of the issued and outstanding common stock but no shareholders' 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.

4. 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 March 31, 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 March 31, 2004, there are no options or warrants outstanding to acquire the Company's common stock

7. 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.

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

Notes to Financial Statements (Continued)

7. Acquisition of Subsidiary (Continued)

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.

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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.

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. Further, 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 no operations and has yet to engage in any contract negotiations with frame suppliers, interior designers or retail consumers.

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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.

RESULTS OF OPERATIONS FOR THE THREE-MONTH PERIOD ENDED MARCH 31, 2004 AND 2003

The Company generated no revenue during the three month period ended March 31, 2004 and 2003.

General and administrative expenses for the three months ended March 31, 2004 were \$1,630 compared to general and administrative expenses of \$2,211 during the three month period ended March 31, 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 \$1,630 for the three months ended March 31, 2004 and a net loss \$2,211 for the comparable period in 2003.

Cumulative net loss from quasi-reorganization on December 31, 1993 through March 31, 2004 was \$35,313.

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2004, the Company's total assets consisted of \$2,015 in cash. Total current liabilities at March 31, 2004 consisted of \$4,222 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 and believes that its current liquidity needs can be met with the cash on hand. In the past, the Company has relied on capital contributions from shareholders to supplement operating capital when necessary. The Company anticipates that should it become necessary, it will receive sufficient contributions from shareholders to continue operations for at least the next twelve months. However, there are no agreements or understandings to this effect. Should the Company require additional capital, it may sell common stock, 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 and effective 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.

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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 March 31, 2004.

<TABLE>
<CAPTION>

Exhibits:

EXHIBIT NUMBER	TITLE	LOCATION
<C>	<S>	<C>
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

</TABLE>

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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: May 6, 2004

By: /s/ Thomas A. Thomsen

Thomas A. Thomsen
President
Chief Executive Officer

Date: May 6, 2004

By: /s/ Susan Santage

Susan Santage
Chief Financial Officer

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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.

Date: May 6, 2004

By: /s/ Thomas A. Thomsen

Thomas A. Thomsen
Chief Executive Officer

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.

Date: May 6, 2004

By: /s/ Susan Santage

Susan Santage
Chief Financial Officer

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 March 31, 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.

Date: May 6, 2004

By: /s/ Thomas A. Thomsen

Thomas A. Thomsen
Chief Executive Officer

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 March 31, 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.

Date: May 6, 2004

By: /s/ Susan Santage

Susan Santage
Chief Financial Officer