



102414806

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **4-7-03**

Framemaker, USA, Inc.
1303 Jelmak Street
Grand Prairie, TX 75050

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Texas**

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: **FrameMax, Inc.**

Internal Address: _____

Street Address: **10950 Church St, #4012**

City: **Rancho Cucamonga** State: **California** ZIP: **91730**

Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **California**
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached. Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & addresses attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement **Change of Name**
 Other _____

Execution Date: **April 1, 2002**

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

Application No: 76/392852

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **John M. Kim**

Street Address: **4365 Executive Drive, Suite 1100**

City: **San Diego** State: **CA** ZIP: **92121-2133**

6. Total number of applications involved: **1**

7. Total fee (37 CFR 3.41) \$ **40.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-0456

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

STEVEN R. SPRINKLE _____

 Signature

4/2/03
 Date

Total number of pages including cover sheet, attachments, and document: **30**

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

04/09/2003 BTOM11 00000077 76392852

01 FC:852 40.00 OP

ASSIGNMENT OF TRADEMARK

WHEREAS, Framemaker, USA Inc., a Texas Corporation with a principal place of business at 1303 Jelmak Street, Grand Prairie, Texas 75050 (hereinafter "ASSIGNOR"), is the owner of the following U.S. Trademark Application:

<u>Trademark</u>	<u>Application No.</u>	<u>Filed</u>
FRAME MAX	76/392852	April 5, 2002

WHEREAS FrameMax, Inc., a Corporation organized and existing under the laws of the State of Delaware, having its principal place of business at 10950 Church St, #4012, Rancho Cucamonga, California, 91730, (hereinafter "ASSIGNEE"), is desirous of acquiring all right, title and interest in said mark and said registration;

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, said ASSIGNOR does hereby assign unto said ASSIGNEE all right, title, and interest in and to said mark and said registration therefor in the United States and throughout the world, together with the goodwill of the business symbolized thereby, and together with the right to recover for damages and profits for past infringements thereof, if any.

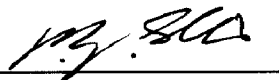
ASSIGNOR represents and warrants that ASSIGNOR owns all right, title and interest in and to said mark and said registration, free and clear of all liens and encumbrances. ASSIGNOR further warrants and represents that to the best of his knowledge said mark does not infringe or violate and has not infringed or violated the trademark, tradename, service mark or other proprietary rights of any person, nor has any claim of infringement or violation been made. ASSIGNOR has no knowledge of any suit, action, claim, proceeding, or governmental or administrative investigation or action pending or threatened against said mark. The sale, transfer, assignment and delivery of said mark and said registration will transfer to ASSIGNEE full legal title to said mark and said registration, free and clear of all liens and encumbrances.

The ASSIGNOR undertakes at the request and expense of the ASSIGNEE to do all acts and execute all documents which may be necessary to confirm the title of the ASSIGNEE to the mark assigned, whether in connection with any registration of such title or otherwise.

The ASSIGNOR shall indemnify the ASSIGNEE against all and any loss, damages and costs sustained by the ASSIGNEE arising out of (1) any breach of the ASSIGNOR of any of its representations and warranties, or (2) ownership of the said mark prior to the effective date of this Assignment. At the request of the ASSIGNEE, ASSIGNOR shall provide all such reasonable assistance as the ASSIGNEE may request to enable the ASSIGNEE to resist any action, claim or proceedings brought

against the ASSIGNEE as a consequence of any such breach or the ASSIGNOR's prior ownership of the said mark.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be executed as of this 31st day of March, 2003.

By: 
Phil Ellis, President
Framemaker, USA, Inc.

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

Office of the Secretary of State

**CERTIFICATE OF AMENDMENT
OF**

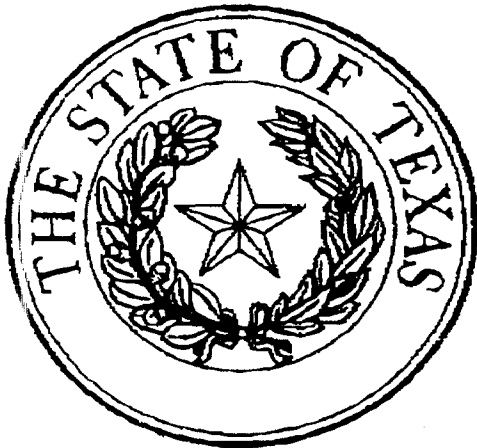
**FRAMEMAX, INC.
800002193.**

[formerly: FRAMEMAKER USA, INCORPORATED]

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of amendment for the above named entity have been received in this office and have been found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law hereby issues this Certificate of Amendment.

Dated: 04/15/2002
Effective: 04/15/2002



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555
Prepared by: Traci Aguirre

FAX(512) 463-5709

TTX7-1-1
TRADEMARK

REEL: 002708 FRAME: 0748

FILED
in the Office of the
Secretary of State of Texas

APR 15 2002

Corporations Section

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
FRAMEMAKER USA, INCORPORATED

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Article of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the corporation is **FRAMEMAKER USA, INCORPORATED.**

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on April 1, 2002:

The name of the corporation is **FRAMEMAX, INC.**

ARTICLE THREE

The number of shares of the corporation outstanding at the time of the adoption was 100,000; and the number of shares entitled to vote on the amendment was 100,000.

Class of Shares	Number of Shares
Common	100,000

ARTICLE FOUR

The holders of all of the shares outstanding and entitled to vote on the amendment have signed a consent in writing adopting the amendment.

Dated: April 8, 2002

FRAMEMAX, INC.

By: Phil Ellis
Phil Ellis
President

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
FRAMEMAKER USA, INCORPORATED**

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Article of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the corporation is **FRAMEMAKER USA, INCORPORATED.**

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on April 1, 2002:

The name of the corporation is **FRAMEMAX, INC.**

ARTICLE THREE

The number of shares of the corporation outstanding at the time of the adoption was 100,000; and the number of shares entitled to vote on the amendment was 100,000.

Class of Shares	Number of Shares
Common	100,000

ARTICLE FOUR

The holders of all of the shares outstanding and entitled to vote on the amendment have signed a consent in writing adopting the amendment.

Dated: April 8, 2002

FRAMEMAX, INC.

By: Phil Ellis
Phil Ellis
President

SHAREHOLDERS' CONSENT TO CORPORATION NAME CHANGE

A special meeting of the shareholders of **FRAMEMAKER USA, INC.** was held at 821 E. Dove Loop Road on April 1, 2002, at 11:00.

The meeting was called by the Board of Directors for the purpose of amending the Articles of Incorporation, and notice of the meeting was mailed to all shareholders entitled to vote on the proposed amendment.

Phil Ellis acted as chairperson and Lynley Ellis acted as secretary of the meeting and recorded the minutes.

A roll call of the shareholders was taken by the secretary and it was reported that of the 100,000 outstanding shares entitled to vote on the proposed amendment, 100,000 were present in person or by proxy at the meeting and that a quorum was present.

The chairperson announced that the purpose of the meeting was to consider and act on a resolution to amend the Articles of Incorporation. After discussion of the proposal and after a motion was duly made and seconded, the following vote ensued:

The number of shares that voted for the amendment was 100,000; and the number of the shares that voted against the amendment was -0-.

The chairperson pronounced that the above vote constituted an adoption of the proposed amendment of the Articles of Incorporation. The vote resulted in an affirmative vote of two-thirds of all outstanding shares entitled to vote on the proposal. The following resolution was adopted:

"The name of the corporation is changed from **FRAMEMAKER, USA, INC.** to **FRAMEMAX, INC.**"

The number of shares that voted for the amendment was 100,000; and the number of the shares that voted against the amendment was -0-. In addition to the vote of the total outstanding shares, the number of each class entitled to vote for or against the amendment was as follows:

Number of Shares Voted		
Class	For	Against
Common	100,000	-0-

The chairperson pronounced that the above vote constituted an adoption of the proposed amendment of the Articles of Incorporation. The vote resulted in an affirmative vote of

two-thirds of all outstanding shares entitled to vote on the proposal and a two-thirds affirmative vote of each class entitled to vote as a class on the proposal.

There being no further business, on motion duly made and seconded, and no objection being made, the chairperson declared the meeting adjourned.

Dated: April 1, 2002.



Phil Ellis
Chairman and President



Lynley Ellis
Secretary

MINUTES OF MEETING OF BOARD OF DIRECTORS

A special meeting of the Board of Directors of **FRAMEMAKER USA, INCORPORATED**, a Texas corporation, was held at 821 E. Dove Loop Road on April 1, 2002, at 10:00 pursuant to waiver of notice when necessary.

The Director(s) present at the meeting were Phil Ellis, a majority of the Directors of the corporation.

Director Phil Ellis acted as Chairperson of the meeting and Lynley Ellis acted as secretary of the meeting.

The minutes of the last meeting of the Board of Directors held on August 1, 2001 were read to those present, and there being no objections, corrections, or modifications to those minutes, they were approved.

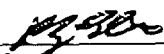
The Chairperson announced that the purpose of the meeting was to consider the amendment of the Articles of Incorporation. After discussion, the following resolutions were adopted by a majority of those present at the meeting:

RESOLVED, that Article One of the Articles of Incorporation is amended to read in full as follows:

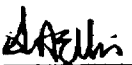
“The name of the corporation is **FRAMEMAX, INC.**”

There being no further business to come before the meeting, it was, upon motion duly made, seconded, and unanimously carried, adjourned.

Dated: April 1, 2002.



Phil Ellis
Chairman and President



Lynley Ellis
Secretary

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Henry Cuellar
Secretary of State

Office of the Secretary of State

**CERTIFICATE OF INCORPORATION
OF**

FRAMEMAKER USA, INCORPORATED
Filing Number: 800002193

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 08/14/2001

Effective: 08/14/2001



A handwritten signature in black ink, appearing to read "Henry Cuellar".

Henry Cuellar
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555
Prepared by: Linda Gonzalez

FAX(512) 463-5709

TTY7-1-1

TRADEMARK
REEL: 002708 FRAME: 0754

ARTICLES OF INCORPORATION
OF
FRAMEMAKER USA, INCORPORATED

THE STATE OF TEXAS §
 § KNOWN ALL MEN BY THESE PRESENTS:
COUNTY OF DALLAS §

I, the undersigned natural person of the age of eighteen (18) years or more, a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

1.01 The name of the corporation is FRAMEMAKER USA, INCORPORATED.

ARTICLE TWO

2.01 The period of the Corporation's duration is perpetual.

ARTICLE THREE

3.01 The purposes for which the Corporation is organized are as follows:

3.02 The development and distribution of FrameMaker© Steel Framing Technology and Systems for the production of lightweight steel framing panels, track and stud profiles for residential and commercial application in the United States subject to The Texas Corporation laws.

3.03 To engage in any and all lawful business activity, including purchase and sale of goods and to engage in the mercantile and trading business, to manufacture, modify and trade, broker or resell goods and services.

3.04 To engage in the import/export business throughout the world and,

3.05 To do everything necessary and proper, advisably convenient for the accomplishment or furtherance of such purposes.

ARTICLE FOUR

4.01 The corporation may issue two classes of shares, designated "Class A Voting" and "Class B Nonvoting." The corporation may issue a total of 100,000,000 shares. The authorized number of Class A Voting shares is 50,000,000, and each has a par value of \$00.01. The authorized number of Class B Nonvoting shares is 50,000,000, and each has a par value of \$00.01.

DIVIDENDS ON CLASS B SHARES

4.02 The Class B shareholders are entitled to receive dividends out of any funds legally available for that purpose at an annual rate and at the intervals that the Board of Directors may from time to time determine. The dividends will accrue from the date the Class B shares are issued and are considered to accrue from day to day, whether or not earned or declared. The dividends will be payable before any dividends are paid, declared, or set apart for the Class A shares. Finally, the dividends are cumulative so that if for any dividend period the dividends on the outstanding Class B shares not paid or declared and set apart, the deficiency is fully paid or declared and set apart for payment, without interest, before any distribution (by dividend or otherwise) is paid on, declared, or set apart for the Class B shares.

NONCUMULATIVE AND PARTICIPATING LIQUIDATION PREFERENCES

4.03 On any voluntary or involuntary liquidation, dissolution, or winding up of the corporation, the Class B shareholders receive an amount equal to the par value of the shares, plus any declared and unpaid dividends on the shares, before any amount is paid to the Class A shareholders. After payment to the Class A shareholders of an amount equal to the par value of the shares, the corporation's remaining assets are distributed equally to all shares (Class A and Class B). If insufficient to permit payment to the Class B shareholders of their full preferential amounts, the assets are distributed ratably among the outstanding Class B shares. A merger of the corporation with or into any other corporation or a sale of all or substantially all of the corporation's assets is not considered a liquidation, dissolution, or winding up within the meaning of this paragraph.

4.04 If the Board of Directors elects to make further distribution of dividends after all cumulative dividends on the Class B shares, as required by Subparagraph 1 above, have been paid or declared and set apart for payment to the Class B shareholders, the dividends must be made equally to all outstanding Class A and Class B shares.

REDEMPTION CLAUSE

4.05 The corporation, at the option of the Board of Directors, may at any time redeem the whole, or from time to time any part, of the outstanding Class B shares by paying in cash plus all dividends accrued, unpaid, and accumulated or where the shares are noncumulative, plus all dividends declared but unpaid as provided in this Article through and including the redemption date (the "redemption price") and by giving to each record Class B shareholder, at his or her last known address as shown on the corporation's records, at least twenty but not more than sixty days' notice. This "redemption notice" may be either in person or in writing, by mail, postage prepaid and must state the class or series or part of any class or series of shares to be redeemed, along with the date and plan of redemption, the redemption price, and the place where the shareholders may obtain payment of the redemption price on surrendering their share certificates. If only a part of the outstanding Class B shares is redeemed, redemption will be by lot or pro rata, as the Board prescribes. But no Class B shares may be redeemed unless all accrued dividends on all outstanding Class B shares have been paid for all past dividend periods and full dividends for the current period, except those to be redeemed, have been paid or declared and set apart for payment. On or after the date fixed for redemption, each holder of shares called for redemption must, unless the shareholder has previously exercised the option to convert the shareholder's Class B shares as provided in this Article, surrender to the corporation the certificate for the shares at the place designated in the redemption notice and will then be entitled to receive payment of the redemption price. If fewer than all the shares represented by any surrendered certificate are redeemed, a new certificate for the unredeemed shares will be issued. If the redemption notice is duly given and sufficient funds are available on the date fixed for redemption, then, whether or not the certificates representing the shares to be redeemed are surrendered, all rights with respect to the shares will terminate on the date fixed for redemption,

except for the holders' right to receive the redemption price, without interest, on surrendering their certificates.

4.06 Shares are considered redeemed, and dividends on them cease to accrue after the date fixed for redemption, if, on or before any date fixed for redeeming the Class B shares as provided in this Article, the corporation deposits as a trust fund with any bank or trust company in Texas (or any such entity in the United States duly appointed and acting as the corporation's transfer agent) a sum sufficient to redeem, on the date fixed for redemption, the shares called for redemption, with irrevocable instructions and authority to the bank or trust company (a) to publish the redemption notice (or to complete publication already begun), and (b) to pay, on and after the date fixed for redemption or before that date, the redemption price of the shares to their holders when they surrender their certificates. The shares are considered redeemed, and the dividends will cease to accrue after the date fixed for redemption, from the date of the deposit. The deposit is considered to constitute full payment of the shares to their holders, and from the date of the deposit the shares will no longer be considered outstanding. Moreover, the holders of the shares will cease to be shareholders with respect to the shares and will have no rights with respect to the shares, except to receive from the bank or trust company payment of the redemption price of the shares (without interest) on surrendering of the certificates and to convert the shares to Class A as provided in this Article. Any money so deposited on account of the redemption price of Class B shares converted after the deposit is made must be repaid immediately to the corporation on conversion of those Class B shares.

4.07 Shares redeemed by the corporation are restored to the status of authorized but unissued shares or may not be reissued and cease to be a part of the authorized shares.

ARTICLE FIVE

5.01 The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of \$1,000, consisting of money, labor done, or property actually received.

ARTICLE SIX

6.01 In the election of Directors, cumulative voting is denied.

ARTICLE SEVEN

7.01 Preemptive rights are not granted to the shareholders of this corporation. In the event of the sale by the Corporation of authorized but unissued common stock or the sale of treasury stock of the Corporation, at that time outstanding, shall not have the first right to subscribe to such common stock to be sold.

ARTICLE EIGHT

8.01 The initial registered agent of the Corporation shall be John H. Carney

8.02 The initial registered office of the Corporation is:

JOHN H. CARNEY & ASSOCIATES
ATTORNEYS AND COUNSELORS AT LAW
ONE MEADOWS BUILDING
6700 North Central Expressway
DALLAS, TEXAS 75206
214-368-8300
FAX 214-363-9979

ARTICLE NINE

9.01 The number of Directors constituting the initial Board of Directors is one (1) and the names and address of the person who is to serve as Director until the first annual meeting of the shareholders, or until their successors are elected and qualified is:

Phil Ellis
Apt 1421
820 East Dove Loop Road
Grapevine, TX 76051

ARTICLE TEN

10.01 The name and address of the incorporator is:

JOHN H. CARNEY & ASSOCIATES
ATTORNEYS AND COUNSELORS AT LAW
ONE MEADOWS BUILDING
6700 North Central Expressway
DALLAS, TEXAS 75206
214-368-8300
FAX 214-363-9979
e-mail at JHCBlue@aol.com

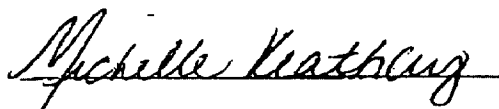
IN WITNESS WHEREOF, I have hereunto set my hand this the 10th day of August, 2001 .



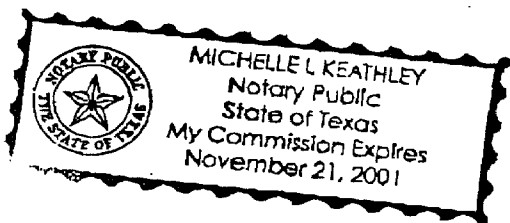
John H. Carney

BEFORE ME, the undersigned Notary Public, on this day personally appeared John H. Carney, who being by me duly sworn on his oath deposed and said that every statement contained therein is within his personal knowledge and true and correct.

SUBSCRIBED AND SWORN TO BEFORE ME on the 10 day of August, to certify which witness my hand and official seal.



Michelle Keathley
Notary Public in and for
Dallas County, Texas



ORGANIZATIONAL MINUTES
OF
FRAMEMAKER USA, INCORPORATED

WITH
UNANIMOUS CONSENT OF ORGANIZATIONAL DIRECTORS

August __, 2001

The Undersigned, being all of the Directors constituting the initial Board of Directors of FRAMEMAKER USA, INCORPORATED a Texas Corporation (the "Corporation"), do hereby, jointly and severally, by their signatures below, waive formal meeting of the Board and, pursuant to Article 9.10 of the Texas Business Corporation Act, consent to and approve in all respects the adoption of the following resolutions by the Board of Directors of the Corporation and each and every action effected thereby.

1. Acceptance of Articles of Incorporation.

RESOLVED, That the Articles of Incorporation of the Corporation as filed in the Office of the Secretary of State of Texas on August 10th, 2001, as reviewed by the Directors of the Corporation, are hereby accepted and approved, and the Secretary of the Corporation is directed to place the Articles of Incorporation in the minute book of the Corporation.

2. Establishment of the Board.

RESOLVED, That the number of Directors of the Corporation constituting the Board shall be one (1).

3. By-Laws.

RESOLVED, That the By-Laws for the regulation of the affairs of the Corporation, as reviewed and signed on the last page thereof for identification by the Directors of the Corporation, are hereby approved and adopted as the By-Laws of the Corporation, and the Secretary of the Corporation is directed to place the By-Laws in the minute book of the Corporation.

4. Officers.

RESOLVED, That Phil Ellis is hereby elected as Chairman and Chief Executive Officer, to serve in such office until his successor is chosen and qualifies or until his earlier resignation, death or removal from office

RESOLVED, That Phil Ellis is hereby elected President, Chairman and CEO of the Corporation, to serve in such office until his successor is chosen and qualifies or until his earlier resignation, death or removal from office.

RESOLVED, That Lynley Ellis is hereby elected Secretary of the Corporation, to serve in such office until his successor is chosen and qualifies or until his earlier resignation, death or removal from office.

RESOLVED, That Lynley Ellis is hereby elected Treasurer of the Corporation, to serve in such office until his successor is chosen and qualifies or until his earlier resignation, death or removal from office.

5. Corporate Seal.

RESOLVED, That the form of seal of the Corporation, an impression of which appears in the margin of this consent, is hereby approved and adopted as the official seal of the Corporation.

6. Stock Certificates.

RESOLVED, That the form of certificate attached to this Consent as Exhibit "A" is hereby approved and adopted as the form of certificate to evidence ownership of shares of Common Stock having \$.01 per share par value.

7. Bank Accounts.

RESOLVED, That the Corporation shall establish a bank account with Bank of America, Texas to be designated "FRAMEMAKER USA, INCORPORATED, Operating Account."

RESOLVED, That Bank of America, Texas (hereinafter called "Bank") is hereby designated as a depository of this Corporation and that funds of this Corporation, now or hereafter on deposit in Bank, be subject to withdrawal upon checks, drafts, bills of exchange, acceptances, undertakings, or other orders for the payment of money, or upon receipts evidencing the withdrawal thereof, when signed on behalf of this Corporation by any two of its following officers or employees of the Corporation who carry the following designated titles:

Phil Ellis	Chairman & CEO
Phil Ellis	President
Lynley Ellis	Secretary
Lynley Ellis	Treasurer

FURTHER RESOLVED, That Bank is authorized to honor, pay out cash, certify or give credit on any instrument signed in accordance with the foregoing resolution, regardless of whether any such instrument be payable or endorsed to the order of an officer who shall have signed the instrument on behalf of this Corporation, and regardless of whether any such instrument be deposited to the personal account of such an officer or to the individual credit of any other person or be delivered to Bank in payment of an individual obligation of any such

officer to Bank, and Bank shall be under no obligation, in any of such events, to inquire into the circumstances of the issuance of any such instrument or as to its disposition, or as to the application of the proceeds thereof.

FURTHER RESOLVED, That checks, drafts, bills of exchange or other instruments offered for deposit in an account of this Corporation in Bank may be endorsed on behalf of this Corporation by any one of the officers designated above, or by any other person, and that any such endorsement may be made in writing or by rubber stamp without disclosing the identity of the person endorsing on behalf of this Corporation, and that Bank shall be fully protected in relying upon any such endorsement as being genuine.

FURTHER RESOLVED, That the CEO, President and Secretary of this Corporation, or either of them, be and each is hereby authorized (i) to certify to Bank the names of the individuals now holding the offices of this Corporation as specified in the first paragraph of the preceding resolutions, and from time to time hereafter, as changes in the personnel in said offices are made immediately to certify such changes to Bank, and (ii) to certify to Bank the genuine signatures of the officers now or at any time hereafter authorized to sign on behalf of this Corporation, as provided in these resolutions, which certification may be made on Bank's signature card or in any other appropriate manner.

FURTHER RESOLVED, That (i) Bank shall be fully protected in relying on certifications made pursuant to these resolutions and shall be indemnified and saved harmless from any claim, damage, loss or expense resulting from or arising out of the honoring of the signature of any officer so certified or refusing to honor any signature not so certified, (ii) the foregoing resolutions shall remain in full force and effect until written notice of their amendment or rescission shall have been delivered to the Bank, and that any such notice shall not affect any action taken by Bank prior to receipt thereof, and (iii) the President and Secretary of the Corporation, or either of them, be and each is hereby authorized and directed to certify the foregoing resolutions to Bank.

8. Bank Borrowings.

RESOLVED, That the officers of the Corporation as hereinafter stated be, and they are hereby, authorized, in the name, and on behalf of the Corporation, from time to time, to borrow from Bank of America a federal banking association in Texas (referred to herein as the "Bank") such amounts, for such periods of time and at such rates of interest, payable in such manner, as they may deem proper, and as evidence of indebtedness so incurred, to execute and deliver to the Bank such notes and other instruments, containing such terms and provisions as they may deem proper, and, in like manner and with like powers, to renew and extend, in whole or in part, any and all present and future debts of the Corporation to the Bank.

FURTHER RESOLVED, That the two officers of the Corporation, as hereinafter stated, are hereby authorized in the name and on behalf of the Corporation for the purpose of securing the payment of any present or future debts, obligations or liabilities of the Corporation to the Bank, to execute, acknowledge and deliver to the Bank such mortgages, deeds of trust,

conveyances, assignments, collateral pledge agreements, financing statements and security agreements, affecting all or any part of the Corporation's present or future property, real, personal or mixed, as they may deem proper.

FURTHER RESOLVED, That the officers of the Corporation referred to and authorized in the preceding two resolutions to act on behalf of the Corporation are as follows: Phil Ellis, Chairman and CEO and Phil Ellis, President and Lynley Ellis, Treasurer.

FURTHER RESOLVED, that the President of the Corporation be, and he is hereby, authorized to authenticate and deliver to Bank this and the foregoing resolutions, and that the Secretary forthwith certify the names and signatures of the individuals now holding the above offices and, from time to time, to certify any and all changes in respect thereof, in full force and effect unless and until countermanded by resolution of the Board of Directors of this Corporation, and a copy thereof, properly certified, delivered to the Bank, and that the Bank shall be fully protected in regarding as officers of this Corporation the individuals stated to be such officers in the certified statement of the Secretary last delivered to the Bank.

9. RESOLVED, That the Corporation issue 100,000 shares to the following named persons in the following amounts for the consideration set forth:

<u>Name</u>	<u>No. of Shares</u>	<u>Consideration</u>
IBS Group, Ltd.	100,000	\$1,000.00

Corporation shall not further issue shares except by vote of the Directors as provided by the By-Laws adopted hereby.

10. Fiscal Year.

RESOLVED, That the Corporation shall be the calendar December 31 year end.

11. Commencing Business.

RESOLVED, That the Corporation will commence to transact business on the date immediately following the receipt for its shares of the consideration herein described having a value in excess of \$1,000.00. Notwithstanding the foregoing, any business transacted by the Corporation prior to such date is hereby ratified, approved and adopted as the act of the Corporation.

12. Payment of Organizational Expenses.


RESOLVED, that the Treasurer of the Corporation is authorized and directed to pay all expenses of organization of the Corporation.

13. Authorization.

RESOLVED, that the officers of the Corporation are hereby severally authorized to (a) sign, execute, certify to, verify, acknowledge, deliver, accept, file and record any and all such instruments and documents, and (b) take, or cause to be taken, any and all such action in the name and on behalf of the Corporation or otherwise, as (in any such officer's judgment) shall be necessary, desirable or appropriate in order to effect the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned Directors of FRAMEMAKER USA, INCORPORATED have executed this Unanimous Consent of Directors, effective as of the ____ day of August, 2001.

DIRECTOR:



Phil Ellis

**BY-LAWS
OF
FRAMEMAKER USA, INCORPORATED**

ARTICLE I. OFFICERS

Section 1. The registered office of the Corporation in Texas shall be located in the City of Dallas, Dallas County, Texas.

Section 2. The Corporation may also have offices at such other places within or without the State of Texas as the Board of Directors may from time to time determine, or as the business of the Corporation may require.

ARTICLE II. MEETINGS OF SHAREHOLDERS

Section 1. Meetings of the shareholders shall be held in the City of Dallas, Dallas County, State of Texas, or at such other place within the United States as the Board of Directors may select.

Section 2. An annual meeting of the shareholders, commencing in the year 2002, shall be held at 10:00 o'clock in the morning on the first day of August in each year, unless such day is a legal holiday in the state where the meeting is to be held, in which case such meeting shall be held at the specified time on the first day thereafter which is not a legal holiday in such state, a Saturday or Sunday. At such meeting, the shareholders entitled to vote thereat shall elect, by a plurality vote, a Board of Directors, and may transact such other business as may properly be brought before the meeting.

Section 3. Special meetings of the shareholders, for any purpose or purposes may be called by the President, or the Chairman of the Board of Directors, if there be such a Chairman, and shall be called by the President, such Chairman, if any, or Secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of shareholders owning not less than one-tenth of the shares of stock of the Corporation issued and outstanding and entitled to vote. Such request shall state the purpose or purposes of the proposed meeting.

Section 4. Notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, by or at the direction of the President, the Chairman of the Board of Directors, if there be such a Chairman, or the Secretary, to each shareholder of record entitled to vote at such meeting.

Section 5. Business transacted at any meeting shall be confined to the purposes stated in the notice thereof.

Section 6. The holders of a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at meetings of shareholders, except as otherwise provided by any applicable statute. If, however, a quorum shall not be present or represented at any meeting of the shareholders, the shareholders present in person or represented by proxy shall have power to adjourn the meeting from time to time, without notice other than announcement of the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 7. The vote of the holders of a majority of the shares entitled to vote and thus represented at a meeting at which a quorum is present shall be the act of the shareholder's meeting, unless the vote of a greater number is required by law or the Articles of Incorporation.

Section 8. Unless otherwise authorized in the Articles of Incorporation, each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

Section 9. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable.

Section 10. The officer or agent having charge of the stock transfer books shall make, at least ten days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of a number of shares held by each, which list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the Corporation, and shall be subject to inspection by any shareholder at any time during business hours. Such list shall also be produced and kept open at the time and place of the meeting, and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original stock transfer books shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any such meeting of shareholders.

Section 11. Any action required by the statutes to be taken at a meeting of the shareholders, or any action which may be taken at a meeting of the shareholders, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE III. DIRECTORS

Section 1. The number of directors of the Corporation shall be one (1). The directors shall be elected at the annual meeting of the shareholders, except as provided in Section 2 of this

Article, and each director elected shall hold office for the term for which he is elected and until his successor is elected and qualified; provided, any director may be removed at any time, with or without cause, by the holders of a majority of the shares entitled to vote, represented in person or by proxy, at any duly constituted meeting of shareholders called for the purpose of removing any such director. Directors need not be residents of the State of Texas or shareholders of the Corporation.

Section 2. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an election by the shareholders entitled to vote at an annual meeting or at a special meeting of the shareholders entitled to vote, called for that purpose.

Section 3. The business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these By-Laws directed or required to be exercised and done by the shareholders.

Section 4. Any meeting of the Board of Directors may be held either within or without the State of Texas.

Section 5. The first meeting of each newly-elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the shareholders at the annual meeting and no notice of such meeting shall be necessary to the newly-elected directors in order legally to constitute the meeting, providing a quorum shall be present. In the event of the failure of the shareholders to fix the time and place of such first meeting of the newly elected Board of Directors, or in the event such meeting is not held at the time and place so fixed by the shareholders, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meeting of the Board of Directors, or as shall be specified in a written waiver of notice signed by all of the directors.

Section 6. Regular meetings of the Board of Directors may be held at such time and such place as shall from time to time be determined by the Board. Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors, if there be such a Chairman, or the President, and shall be called by the Secretary on the written request of two directors.

Section 7. Written or telegraphic notice of special and regular meetings of the Board of Directors shall be given to each director, provided, that if written notice shall be given then such written notice shall be given to each director at least three (3) days before the date of the meeting, or if telegraphic notice is given, then such telegraphic notice shall be given at least three (3) days before the date of the meeting. The business to be transacted at, or the purpose of, any meeting of the Board of Directors shall be specified in the notice of such meeting. Special meetings may be called by the President or on the written request of one Director delivered to the Secretary within five (5) days of the request.

ARTICLE IV. OFFICERS

Section 1. The officers of the corporation shall consist of a president, one or more vice-presidents, a secretary and a treasurer. All such officers shall be elected at the annual meeting of the board of directors provided for in Article III. If any office is not filled at such annual meeting, it may be filled at any subsequent regular or special meeting of the board. The board of directors at such annual meeting, or at any subsequent regular or special meeting may also elect or appoint such other officers and assistant officers and agents as may be deemed necessary. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. All officers and assistant officers shall be elected to serve until the next annual meeting of directors (following the next until the next annual meeting of directors (following the next annual meeting of shareholders) or until their successors are elected; provided, that any officer or assistant officer elected or appointed by the board of directors may be removed with or without cause at any regular or special meeting of the board whenever in the judgment of the board of directors the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any agent appointed shall serve for such term, not longer than the next annual meeting of the board of directors, as shall be specified, subject to like right of removal by the board of directors.

Section 3. The president shall be the chief executive officer of the corporation. He shall preside at all meetings of the directors and shareholders. He shall see that all orders and resolutions of the board are carried out, subject however, to the right of the directors to delegate specific powers, except such as may be by statute, exclusively conferred on the president, to any other officer of the corporation.

He or any vice-president shall execute bonds, mortgages and other instruments requiring a seal, in the name of the corporation, and, when authorized by the board, he or any vice-president may affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested to by the secretary or an assistant secretary. He or any vice-president shall sign the certificates of stock.

He shall submit a report of the operations of the corporation for the year to the directors at their meeting next proceeding the annual meeting of the shareholders and to the shareholders at their annual meeting.

Section 4. The Vice Presidents, in the order of their seniority, unless otherwise determined by the Board of Directors, shall in the absence or disability of the President, perform the duties and exercise the powers of the President. They shall perform such other duties and have such other powers as the Board of Directors shall prescribe.

Section 5. The Secretary shall attend all meetings of the Board of Directors and all meetings of the shareholders and record all the proceedings of the meetings of the shareholders and of the Board of Directors in a book to be kept for that purpose, and shall perform like duties for the committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the shareholders and meetings of the Board of Directors, unless notice is otherwise given, and shall perform such other duties as may be prescribed by the Board of Directors or the chief executive officer, under whose supervision the Secretary shall be. The Secretary shall keep in safe custody the seal of the Corporation, and when authorized by the Board of Directors, affix the same to any instrument requiring it, and, when so affixed, it shall be attested by the Secretary's signature or by the signature of the Treasurer or an Assistant Secretary.

Section 6. The Assistant Secretary, if any there be, or if there be more than one, the Assistant Secretaries, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 7. The Treasurer shall have the custody of the Corporate funds and securities, and shall keep full and accurate accounts of receipt and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the chief executive officer and the Board of Directors at its regular meetings, or when the Board of Directors so required, an account of all his transactions as Treasurer, and of the financial condition of the Corporation.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of office and for the restoration to the Corporation, in case of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or control belonging to the Corporation.

Section 8. The Assistant Treasurer, if any there be, or, if there be more than one, the Assistant Treasurers, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

ARTICLE V. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Any and all of this Corporation's directors and officers or former directors or officers or any person who may have served at this Corporation's request as a director or officer of another

Corporation in which this Corporation owns or owned shares of capital stock or of which this Corporation is or was a creditor, shall be indemnified against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of this Corporation, or of such other Corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The foregoing right to indemnity shall include reimbursement of the amounts and expenses paid in settling any such action, suit or proceeding, or on a plea of nolo contendere, when settling or a plea of nolo contendere appears to be in the interests of the corporation. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of shareholders or otherwise.

ARTICLE VII. INTERESTED DIRECTORS AND OFFICERS

No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purposes, if:

1) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested director or directors; or

2) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or

(3) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the shareholders.

Interest directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which authorizes the contract or transaction.

ARTICLE VIII. CERTIFICATES FOR SHARES

Section 1. The Corporation shall deliver certificates representing all shares to which shareholders are entitled; and such certificates shall be signed by the President or a Vice President, and the Secretary or an Assistant Secretary of the Corporation, and may be sealed with the seal of the Corporation or a facsimile thereof.

Section 2. The signatures of the President or Vice President and the Secretary or Assistant Secretary, upon a certificate may be facsimiles, if the certificate is countersigned by a transfer agent, or registered by a registrar, other than the Corporation itself or an employee of the Corporation. In case any officer who has signed or whose facsimile signature has been placed under such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of the issuance.

Section 3. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, prescribe such terms and conditions as it deems expedient and may require such indemnities as it deems adequate to protect the Corporation from and against any claim that may be made against it with respect to the certificate alleged to have been lost or destroyed.

Section 4. Subject to valid transfer restrictions and to stop transfer orders directed in good faith by the Corporation to any transfer agent to prevent possible violations of federal or state securities laws, rules or regulations, upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate, and record the transaction upon its books.

Section 5. For the purpose of determining shareholders entitled to notice of or vote at any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, fifty days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than fifty days, and, in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action requiring such determination of shareholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders, or shareholders entitled to receive payment of a dividend, the date of which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof, except where the determination has been made through the closing of stock transfer books and the stated period of closing has expired.

Section 6. The Corporation shall be entitled to recognize the exclusive rights of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner and shall not be bound to recognize any equitable or other notice thereof, except as otherwise provided by the laws of the State of Texas.

ARTICLE IX. GENERAL PROVISIONS

Section 1. The Board of Directors may declare and the corporation may pay dividends on its outstanding shares in cash, property, or its own shares pursuant to law and subject to the provisions of its Articles of Incorporation.

Section 2. The Board of Directors may by resolution create a reserve or reserves out of earned surplus for any purpose or purposes, and may abolish any such reserve in the same manner.

Section 3. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.


Section 4. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 5. The Corporate seal shall have inscribed thereon the name of the Corporation and may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

ARTICLE X. AMENDMENTS

These By-Laws may be altered, amended or repealed or new By-Laws adopted at any regular or special meeting of the Board of Directors; provided, however, that any By-Law or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by the shareholders or a new By-Law in lieu thereof may be adopted by the shareholders.

Approved this ___ day of August, 2001.



Secretary



President

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
FRAMEMAKER USA, INCORPORATED

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Article of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the corporation is **FRAMEMAKER USA, INCORPORATED.**

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on April 1, 2002:

The name of the corporation is **FRAMEMAX, INC.**

ARTICLE THREE

The number of shares of the corporation outstanding at the time of the adoption was 100,000; and the number of shares entitled to vote on the amendment was 100,000.

Class of Shares	Number of Shares
Common	100,000

ARTICLE FOUR

The holders of all of the shares outstanding and entitled to vote on the amendment have signed a consent in writing adopting the amendment.

Dated: April 8, 2002

FRAMEMAX, INC.

By: Phil Ellis
Phil Ellis
President