

UNITED STATES
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, 2008

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE
ACT

For the transition period from _____ to _____

Commission file number 333-144082

Marvin's Place, Inc.

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

Nevada

20-8789451

(State or jurisdiction of incorporation or
organization)

(I.R.S. Employer Identification No.)

13245 Sunnyslope Drive
Chino Hills, California 91709

(Address of principal executive offices)

(626) 208-1350

(Issuer's telephone number)

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

**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 a plan confirmed by a court.
Yes ☐ No ☐

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the
latest practicable date: Common Stock, 3,500,000 shares issued and outstanding as of May 15,
2008.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the
Exchange Act): Yes ☒ No ☐

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

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PART I — FINANCIAL INFORMATION

Item 1. Financial Statements.

Marvin's Place, Inc.
(A Developmental Stage Company)
Balance Sheets

<u>ASSETS</u>			
		March 31, 2008	December 31, 2007
		<u>(unaudited)</u>	<u></u>
CURRENT ASSETS			
Cash		\$ 12,750	\$ 76,965
	Total Current Assets	<u>12,750</u>	<u>76,965</u>
	TOTAL ASSETS	<u>\$ 12,750</u>	<u>\$ 76,965</u>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>			
CURRENT LIABILITIES			
Accounts payable		\$ -	\$ 56,750
Advances from related parties		<u>-</u>	<u>400</u>
	Total Current Liabilities	<u>-</u>	<u>57,150</u>
STOCKHOLDERS' EQUITY			
Preferred stock, 5,000,000 shares authorized at par value of \$0.001, no shares issued and outstanding		-	-
Common stock, 70,000,000 shares authorized at par value of \$0.001, 2,805,000 and 1,750,000 \$0.001; 3,500,000 shares issued and outstanding		3,500	3,500
Additional paid-in capital		76,500	76,500
Deficit accumulated during the development stage		<u>(67,250)</u>	<u>(60,185)</u>
	Total Stockholders' Equity	<u>12,750</u>	<u>19,815</u>
	TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 12,750</u>	<u>\$ 76,965</u>

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

Marvin's Place, Inc.
(A Developmental Stage Company)
Statements of Operations
(unaudited)

	For the Three Months Ended March 31, 2008	From Inception on April 11, 2007 Through March 31, 2008
REVENUES	\$ -	\$ -
COST OF SALES	-	-
GROSS MARGIN	-	-
OPERATING EXPENSES		
General and administrative	7,065	67,250
Total Operating Expenses	7,065	67,250
INCOME (LOSS) FROM OPERATIONS	(7,065)	(67,250)
OTHER EXPENSES		
Interest expense	-	-
Total Other Expenses	-	-
NET LOSS BEFORE INCOME TAXES	(7,065)	(67,250)
INCOME TAX EXPENSE	-	-
NET LOSS	\$ (7,065)	\$ (67,250)
BASIC LOSS PER SHARE	\$ (0.00)	
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	3,500,000	

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

Marvin's Place, Inc.
(A Developmental Stage Company)
Statements of Stockholders' Equity
(unaudited)

	Common Stock		Additional	Accumulated	
	Shares	Amount	Paid-in Capital	Deficit	Total
Balance on April 11, 2007	-	\$ -	\$ -	\$ -	\$ -
Common stock issued for cash at \$0.004 per share	2,000,000	2,000	3,000	-	5,000
Common stock issued for cash at \$0.05per share	1,500,000	1,500	73,500	-	75,000
Net loss for the year ended December 31, 2007	-	-	-	(60,185)	(60,185)
Balance, December 31, 2007	3,500,000	3,500	76,500	(60,185)	19,815
Net loss for the three months ended March 31, 2008	-	-	-	(7,065)	(7,065)
Balance, March 31, 2008	3,500,000	\$ 3,500	\$ 76,500	\$ (67,250)	\$ 12,750

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

Marvin's Place, Inc.
(A Developmental Stage Company)
Statements of Cash Flows
(unaudited)

	For the Three Months Ended March 31, 2008	From Inception on April 11, 2007 Through December 31, 2007
OPERATING ACTIVITIES		
Net loss	\$ (7,065)	\$ (67,250)
Adjustments to reconcile net loss to net cash used by operating activities:		
Common stock issued for services	-	-
Changes in operating assets and liabilities:		
Increase (decrease) in accounts payable	(56,750)	-
Net Cash Used by Operating Activities	(63,815)	(67,250)
INVESTING ACTIVITIES	-	-
FINANCING ACTIVITIES		
Proceeds from common stock issued	-	80,000
Increase in advances from related parties	(400)	-
Net Cash Used by Financing Activities	(400)	80,000
NET DECREASE IN CASH	(64,215)	12,750
CASH AT BEGINNING OF PERIOD	76,965	-
CASH AT END OF PERIOD	<u>\$ 12,750</u>	<u>\$ 12,750</u>
SUPPLEMENTAL CASH FLOW INFORMATION:		
CASH PAID FOR:		
Interest	\$ -	\$ -
Income taxes	<u>\$ -</u>	<u>\$ -</u>

The accompanying notes are an integral part of these financial statements

NOTE 1 - CONDENSED FINANCIAL STATEMENTS

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows at March 31, 2008, and for all periods presented herein, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's December 31, 2007 audited financial statements. The results of operations for the periods ended March 31, 2008 and 2007 are not necessarily indicative of the operating results for the full years.

NOTE 2 - GOING CONCERN

The Company's financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan is to obtain such resources for the Company by obtaining capital from management and significant shareholders sufficient to meet its minimal operating expenses and seeking equity and/or debt financing. However management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Item 2. Management's Discussion and Plan of Operation.

This section must be read in conjunction with the unaudited Financial Statements included in this report.

A. Management's Discussion

Marvin's Place, Inc. ("Meltdown" or the "Company"), incorporated in the State of Nevada on April 4, 2007, is a development stage company with the principal business objective of becoming a premier franchisor of retail shipping, postal, courier and business service centers by providing a wide range of convenient, value-added business services to consumers, mobile and traveling professionals and the small office/home office market.

The Company was founded based on the need of individuals and companies to have dependable, consistent and professional business service centers where they can obtain a wide variety of benefits such as packaging, shipping, copy and print assistance, mailbox locations, email retrieval, delivery and messenger couriers and convenient office supplies. It is our goal to become the most dependable, consistent and professional business service center available to the public. We will recognize that each customer we will serve has different needs, requirements and concerns pertinent to their business. Our primary customer service goal is to tailor specific solutions to suit each particular customer's needs and concerns.

We are a small, start-up company that has not generated any revenues and lacks a stable customer base. Since our inception to the present, we have not generated any significant revenues and have incurred a cumulative net loss as indicated in our financial statements. We believe that the funds expected to be received from the maximum sale of our common equity will be sufficient to finance our efforts to become fully operational and carry us through the next twelve (12) months, of which there can be no guarantee. We believe that the recurring revenues from sales of services will be sufficient to support ongoing operations. Unfortunately, there can be no assurance that the actual expenses incurred will not materially exceed our estimates or that cash flows from sales of services will be adequate to maintain our business. As a result, our independent auditors have expressed substantial doubt about our ability to continue as a going concern. If we do not produce sufficient cash flow to support our operations over the next 12 months, we may need to raise additional capital by issuing capital stock in exchange for cash in order to continue as a going concern. There are no formal or informal agreements to attain such financing. We cannot assure you that any financing can be obtained or, if obtained, that it will be on reasonable terms. Without realization of additional capital, it would be unlikely for us to stay in business.

In the initial approximately twelve month operating period from April 4, 2007 (inception) to March 31, 2008, the Company generated no revenues while incurring \$67,250 in general and administrative expenses. This resulted in a cumulative net loss of \$67,250 for the period then ended from inception, which is equivalent to \$(0.00) per share.

During the three months ended March 31, 2008, the Company generated \$0 in revenues while incurring \$7,065 in general and administrative expenses. This resulted in a net loss for the quarter ended March 31, 2008 of \$7,065. The net loss for both periods is attributable primarily to the continuing costs of start-up operations.

Liquidity and Capital Resources

As of March 31, 2008, the Company had \$12,750 in working capital. The Company's current assets as of March 31, 2008 consisted of \$12,750 in cash.

On January 31, 2008, the Company closed its offering which was registered on Form SB-2 whereby it sold 1,500,000 shares of its common stock at \$0.05 per share or \$75,000 in the aggregate. The Company believes that it has sufficient resources to continue operations for the next twelve months. However, the Company's independent auditors have expressed substantial doubt about the Company's ability to continue as a going concern.

B. Plan of Operation

Marvin's Place, Inc. was incorporated on April 4, 2007. As of the date of this document, we have generated minimal revenues and substantial expenses. This resulted in a net loss of since inception, which is attributable to general and administrative expenses.

Since incorporation, we have financed our operations through minimal initial capitalization and nominal business activity.

To date we have not implemented fully planned principal operations. Our ability to commence operations is entirely dependent upon the proceeds to be raised in this offering. If we do not raise at least the minimum offering amount, we will be unable to establish a base of operations, without which it will be unable to begin to generate any revenues. The realization of sales revenues in the next 12 months is important in the execution of the plan of operations. However, we cannot guarantee that it will generate such growth. If we do not produce sufficient cash flow to support our operations over the next 12 months, we may need to raise additional capital by issuing capital stock in exchange for cash in order to continue as a going concern. There are no formal or informal agreements to attain such financing. We cannot assure any investor that, if needed, sufficient financing can be obtained or, if obtained, that it will be on reasonable terms. Without realization of additional capital, it would be unlikely for operations to continue.

Marvin's Place, Inc.'s management does not expect to conduct any research and development.

Marvin's Place, Inc. currently does not own any significant plant or equipment that it would seek to purchase or sell in the near future.

Our management does not anticipate any significant changes in the number of employees in the next 12 months. Currently, we believe the services provided by our sole officer and director appears sufficient at this time.

We have not paid for expenses on behalf of any director. Additionally, we believe that this practice will not materially change.

We have no current plans to seek a business combination with another entity.

Item 3. Controls and Procedures

Based on their most recent review, which was completed within ninety days of the filing of this report, Meltdown's Officers have concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by Meltdown in the reports it files or submits under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to Meltdown's management, including its Officers, as appropriate to allow timely decisions regarding required disclosure and are effective to ensure that such information is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. There were no

significant changes in Meltdown's internal controls or in other factors that could significantly affect those controls subsequent to the date of their evaluation.

Item 1. Legal Proceedings.

None.

Item 2. Changes in Securities.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Submission of Matters to a Vote of Security Holders.

None.

Item 5. Other Information.

None

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

(a) Exhibits required by Item 601 of Regulation S-B

Exhibit Number	Name and/or Identification of Exhibit
3.	Articles of Incorporation & By-Laws
(a)	Articles of Incorporation of Marvin's Place, Inc. filed on April 4, 2007, incorporated by reference to the Registration Statement on Form SB-2, as amended, filed with the SEC on June 27, 2007.
(b)	Bylaws of Marvin's Place, Inc. adopted on April 10, 2007, incorporated by reference to the Registration Statement on Form SB-2, as amended, filed with the SEC on June 27, 2007.
(c)	Certificate of Articles of Incorporation of Marvin's Place, Inc., incorporated by reference from the Form SB-2, as amended, filed with the SEC on June 27, 2007.
31.1	Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b) Reports on Form 8-K

During the first quarter of 2008, MARVIN’S PLACE, INC. filed the following Current Reports on Form 8-K:

Date of Report	Date Filed	Items Reported
None	None	None

SIGNATURES

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

Marvin's Place, Inc.		
(Registrant)		
<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Chong Kim</u> Chong Kim	President & CEO, Director	May 20, 2008
<u>/s/ Chong Kim</u> Chong Kim	Secretary, Treasurer, Director	May 20, 2008
<u>/s/ Chong Kim</u> Chong Kim	Principal Financial Officer	May 20, 2008
<u>/s/ Chong Kim</u> Chong Kim	Principal Accounting Officer	May 20, 2008

EXHIBIT 31.1
CERTIFICATION
SARBANES-OXLEY ACT OF 2002

I, Chong Kim as President and CEO, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Marvin's Place, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the 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 small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the small business issuer and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control financial reporting;
5. The small business issuer's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of small business issuer's board of directors (or persons performing the equivalent 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 small business issuer's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: May 20, 2008

By: /s/ Chong Kim
Chong Kim, President & CEO

EXHIBIT 31.2
CERTIFICATION

I, Chong Kim as Secretary and Treasurer (CFO), certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Marvin's Place, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the 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 small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the small business issuer and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control financial reporting;
5. The small business issuer's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of small business issuer's board of directors (or persons performing the equivalent 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 small business issuer's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: May 20, 2008

By: /s/ Chong Kim

Chong Kim, Secretary and Treasurer (CFO)

EXHIBIT 32.1

EXHIBIT 99 Certification Pursuant to Title 18, United States Code, Section 1350, as Adopted Pursuant to Section 906 of The Sarbanes-Oxley Act Of 2002

In connection with the Quarterly Report of Marvin's Place, Inc. ("Meltdown") on Form 10-QSB for the quarter ended March 31, 2008, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Chong Kim, President and Chief Executive Officer of Meltdown, and I, Chong Kim, Principal Financial Officer of Meltdown, certify, pursuant to Title 18, United States Code, Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

Date: May 20, 2008

/s/ Chong Kim

Chong Kim

President and Chief Executive Officer

Date: May 20, 2008

/s/ Chong Kim

Chong Kim

Principal Financial Officer