

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM SB-2

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Marvin's Place, Inc.

(Name of small business issuer in its charter)

Nevada
(State or jurisdiction of incorporation or
organization)

4783
(Primary Standard Industrial Classification
Code Number)

20-8789451
(I.R.S. Employer Identification No.)

13245 Sunnyslope Dr.
Chino Hills, CA 91709
(626) 208-1350
(Address and telephone number of principal executive offices)

13245 Sunnyslope Dr.
Chino Hills, CA 91709
(626) 208-1350
(Address of principal place of business or intended principal place of business)

Randall Henderson, Esq.
1957 Paloma
Pasadena, California 91104-4820
Voice (626) 798-9832
Fax (626) 794-0025
(Name, address and telephone number of agent for service)

Copies to:

Randall Henderson, Esq.
1957 Paloma
Pasadena, California 91104-4820

Approximate date of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act Registration Statement number of the earlier effective Registration Statement for the same offering. [] _____

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act Registration Statement number of the earlier effective Registration Statement for the same offering. [] _____

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act Registration Statement number of the earlier effective Registration Statement for the same offering. [] _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. []

If this Form is filed to register securities for an offering to be made on a continuous or delayed basis pursuant to Rule 415 under the Securities Act, please check the following box. []

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Dollar amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock	\$75,000.00	\$0.05	\$75,000.00	46.05

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of the prospectus. Any representation to the contrary is a criminal offense.

Prospectus

Marvin's Place, Inc.

1,500,000 Shares of Common Stock

\$0.05 per share

Marvin's Place, Inc. (Marvins or the "Company") is offering on a best-efforts basis a minimum of 400,000 and a maximum of 1,500,000 shares of its common stock at a price of \$0.05 per share. The shares are intended to be sold directly through the efforts of Chong Kim, our sole officer and director. The intended methods of communication include, without limitation, telephone and personal contact. For more information, see the section titled "Plan of Distribution" herein.

The proceeds from the sale of the shares in this offering will be payable to Randall Henderson, Esq. Trust Account fbo Marvin's Place, Inc. All subscription funds will be held in a non-interest bearing Trust Account pending the achievement of the Minimum Offering and no funds shall be released to Marvin's Place, Inc. until such a time as the minimum proceeds are raised. If the minimum offering is not achieved within 90 days of the date of this prospectus, all subscription funds will be returned to investors promptly without interest or deduction of fees. See the section title "Plan of Distribution" herein. Neither the Company nor any subscriber shall receive interest no matter how long subscriber funds might be held.

The offering shall terminate on the earlier of (i) the date when the sale of all 1,500,000 shares is completed or (ii) ninety days from the effective date of this prospectus. The Company may extend the offering period beyond ninety days from the effective date of this prospectus.

Prior to this offering, there has been no public market for Marvin's Place, Inc.'s common stock.

				Underwriting Proceeds			
				Number of Shares	Offering Price	Discounts & Commissions	to the Company
	Per Share	1			\$0.05	\$0.00	\$0.05
	Minimum	400,000			\$20,000	\$0.00	\$20,000
	Maximum	1,500,000			\$75,000	\$0.00	\$75,000
	Number of Shares	Offering Price	Underwriting Discounts & Commissions	Proceeds to the Company			
Per Share	1	\$0.05	\$0.00	\$0.05			
Minimum	400,000	\$20,000	\$0.00	\$20,000			
Maximum	1,500,000	\$75,000	\$0.00	\$75,000			

This investment involves a high degree of risk. You should purchase shares only if you can afford a complete loss of your investment. See the section titled "Risk Factors" herein.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Marvin's Place, Inc. does not plan to use this offering prospectus before the effective date.

The date of this Prospectus is June 28, 2007

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PART I: INFORMATION REQUIRED IN PROSPECTUS

SUMMARY INFORMATION AND RISK FACTORS

THE COMPANY

Business Overview

Marvin's Place, Inc. ("Marvins" or the "Company"), incorporated in the State of Nevada on April 11, 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.

Marvin's Place, Inc. is attempting to become fully operational. In order to generate revenues, we must address the following areas:

1. *Develop and Implement a Marketing Plan:* In order to promote our company and establish our public presence, we believe we will be required to develop and implement a comprehensive marketing plan. We intend print media and the internet to be the focus of our marketing and sales efforts. To date, we have no marketing or sales initiatives or arrangements. Without any marketing campaign, we may be unable to generate interest in, or generate awareness of, our company.

2. *Develop Business-to-Business Relationships:* We intend to build profitable, value-oriented relationships between the multiple large businesses and corporations.

3. *Create Customer Loyalty:* The financial rewards of customer loyalty run deep and increase the financial stability of any business. We intend to market to our customers and potential customers with the industries best customer relations management team implementing a well-developed customer relations plan.

We are a small, start-up company that has not generated any significant 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.

Marvin's Place, Inc. currently has one officer and director, who is the same individual. This individual allocates time and personal resources to the Company on a part-time basis.

As of the date of this prospectus, we have 2,000,000 shares of \$0.001 par value common stock issued and outstanding.

Marvin's Place, Inc.'s operations and corporate offices are located at 13245 Sunnyslope Dr., Chino Hills, CA 91709, with a telephone number of (626) 208-1350.

Marvin's Place, Inc.'s fiscal year end is December 31.

THE OFFERING

Marvin's Place, Inc. is offering, on a best efforts, self-underwritten basis, a minimum of 400,000 and a maximum of 1,500,000 shares of its common stock at a price of \$0.05 per share. The proceeds from the sale of the shares in this offering will be

payable to "Randall Henderson, Esq. Trust Account fbo Marvin's Place, Inc." and will be deposited in a non-interest or minimum interest bearing bank account until the minimum offering proceeds are raised. No interest shall be paid to any investor or to the Company. All subscription agreements and checks are irrevocable and should be delivered Randall Henderson, Esq. fbo Marvin's Place, Inc. Failure to do so will result in checks being returned to the investor, who submitted the check. Marvin's Place, Inc.'s trust agent, Randall Henderson, Esq., acts as legal counsel for Marvin's Place, Inc. and is therefore may not be considered an independent third party.

All subscription funds will be held in trust pending the achievement of the Minimum Offering and no funds shall be released to Marvin's Place, Inc. until such a time as the minimum proceeds are raised (see the section titled "Plan of Distribution" herein). Any additional proceeds received after the minimum offering is achieved will be immediately released to the Company. The offering shall terminate on the earlier of (i) the date when the sale of all 1,500,000 shares is completed or (ii) one hundred eighty (180) days from the date of this prospectus. If the Minimum Offering is not achieved within 90 days of the date of this prospectus, all subscription funds will be returned to investors promptly without interest or deduction of fees. The Company will deliver stock certificates attributable to shares of common stock purchased directly to the purchasers within ninety (90) days of the close of the offering.

The offering price of the common stock has been arbitrarily determined and bears no relationship to any objective criterion of value. The price does not bear any relationship to our assets, book value, historical earnings or net worth.

Marvin's Place, Inc. will apply the proceeds from the offering to pay for accounting fees, legal and professional fees, office equipment and furniture, office supplies, rent and utilities, salaries, sales and marketing, inventory and general working capital.

Marvin's Place, Inc. has not presently secured a transfer agent but will identify one prior to the filing of a 15c2-11 in order to facilitate the processing of stock certificates.

The purchase of the common stock in this offering involves a high degree of risk. The common stock offered in this prospectus is for investment purposes only and currently no market for our common stock exists. Please refer to the sections herein titled "Risk Factors" and "Dilution" before making an investment in this stock.

SUMMARY FINANACAL INFORMATION

The following table sets forth summary financial data derived from our financial statements. The data should be read in conjunction with the financial statements, related notes and other financial information included in this prospectus.

Statements of operations data			Inception April 11, 2007 thru April 30, 2007
Revenue		\$	-
Cost of Sales			-
Gross Margin			-
Expenses:			
Depreciation			-
General and administrative expenses			3,000
Total Expenses			3,000
Net Income (Loss)		\$	<u>3,000</u>
			Inception April 11, 2007 thru April 30, 2007
Revenue	\$		-
Cost of Sales			-
Gross Margin			-
Expenses:			
Depreciation			-
General and administrative expenses			3,000
Total Expenses			3,000
Net Income (Loss)	\$		<u>3,000</u>
			Inception April 11, 2007 thru April 30, 2007
Revenue			
\$			-

Cost of Sales	-
Gross Margin	-
Expenses:	
Depreciation	-
General and administrative expenses	
	3,000
Total Expenses	
	3,000
Net Income (Loss)	
\$	3,000

	Inception April 11, 2007 thru April 30, 2007
Revenue	\$ -
Cost of Sales	-
Gross Margin	-
Expenses:	
Depreciation	-
General and administrative expenses	3,000
Total Expenses	3,000
Net Income (Loss)	\$ <u>3,000</u>

	Inception April 11, 2007 thru April 30, 2007
Revenue	\$ -
Cost of Sales	-
Gross Margin	-
Expenses:	
Depreciation	-
General and administrative expenses	3,000
Total Expenses	3,000
Net Income (Loss)	\$ <u>3,000</u>

Balance sheets data

April 30, 2007
AUDITED

ASSETS**Current Assets**

Cash	\$	2,000
Total current assets		2,000

Other Assets

Investments	\$	-
Total Other Assets		-

Total assets	\$	-
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LIABILITIES AND STOCKHOLDERS' EQUITY**Liabilities**

Current Liabilities	\$	-
Non-Current Liabilities		-
Total Liabilities	\$	-

Stockholders' Equity

Preferred stock		-
Common stock		2,000
Additional paid-in capital		3,000
(Deficit) accumulated during development stage		(3,000)
Total stockholder's equity		2,000

Total liabilities and stockholder's equity	\$	2,000
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April 30, 2007
AUDITED

ASSETS**Current Assets**

Cash	\$	2,000
Total current assets		2,000

Other Assets

Investments	\$	-
Total Other Assets		-

Total assets	\$	-
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LIABILITIES AND STOCKHOLDERS' EQUITY**Liabilities**

Current Liabilities	\$	-
Non-Current Liabilities		-
Total Liabilities	\$	-

Stockholders' Equity

Preferred stock		-
Common stock		2,000
Additional paid-in capital		3,000
(Deficit) accumulated during development stage		(3,000)
Total stockholder's equity		2,000

Total liabilities and stockholder's equity	\$	2,000
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RISK FACTORS

Investment in the securities offered hereby involves certain risks and is suitable only for investors of substantial financial means. Prospective investors should carefully consider the following risk factors in addition to the other information contained in this prospectus, before making an investment decision concerning the common stock.

Marvin's Place, Inc.'s operations depend solely on the efforts of Chong Kim, the sole officer and director of the Company. Mr. Kim has no experience related to public company management, nor as a principal accounting officer. Because of this, Mr. Kim may be unable to offer and sell the shares in this offering, develop our business or manage our public reporting requirements. The Company cannot guarantee that it will be able overcome any such obstacles.

Mr. Kim is involved in other employment opportunities and may periodically face a conflict in selecting between Marvin's Place, Inc. and other personal and professional interests. The Company has not formulated a policy for the resolution of such conflicts should they occur. If the Company loses Mr. Kim to other pursuits without a sufficient warning, we may, consequently, go out of business.

PURCHASERS IN THIS OFFERING WILL HAVE LIMITED CONTROL OVER DECISION MAKING BECAUSE THE COMPANY'S SOLE OFFICER AND DIRECTOR CONTROLS A MAJORITY OF THE ISSUED AND OUTSTANDING COMMON STOCK.

Chong Kim, our sole director and executive officer beneficially owns 100% of the outstanding common stock at the present time. As a result of such ownership, investors in this offering will have limited control over matters requiring approval by our security holders, including the election of directors. Assuming the minimum amount of shares of this offering is sold Mr. Kim would retain 83.33% ownership in our common stock. In the event the maximum offering is attained, Mr. Kim will own 57.14% of our outstanding common stock. Such concentrated control may also make it difficult for our stockholders to receive a premium for their shares of our common stock in the event the Company enters into transactions which require stockholder approval. In addition, certain provisions of Nevada law could have the effect of making it more difficult or more expensive for a third party to acquire, or of discouraging a third party from attempting to acquire, control of the Company. For example, Nevada law provides that not less than two-thirds vote of the stockholders is required to remove a director for cause, which could make it more difficult for a third party to gain control of the Board of Directors. This concentration of ownership limits the power to exercise control by the minority shareholders.

INVESTORS MAY LOSE THEIR ENTIRE INVESTMENT IF THE COMPANY FAILS TO IMPLEMENT ITS BUSINESS PLAN.

As a development stage company, we expect to face substantial risks, uncertainties, expenses and difficulties. Since inception,

we have no demonstrable operations record of substance upon which you can evaluate our business and prospects. Our prospects must be considered in light of the risks, uncertainties, expenses and difficulties frequently encountered by companies in their early stages of development. These risks include, without limitation, competition, the absence of ongoing revenue streams, inexperienced management and lack of brand recognition. We cannot guarantee that it will be successful in accomplishing its objectives.

As of the date of this prospectus, we have had only limited start-up operations and have not generated any revenues. Taking these facts into account, independent auditors have expressed substantial doubt about our ability to continue as a going concern. See the independent auditors' report to the financial statements which is included in this registration statement, of which this prospectus is a part. In addition, our lack of operating capital could negatively impact the value of its common shares and could result in the loss of your entire investment.

THE COSTS, EXPENSES AND COMPLEXITY OF SEC REPORTING AND COMPLIANCE MAY INHIBIT OUR OPERATIONS.

After the effectiveness of this registration statement, we will be subject to the reporting requirements of the Securities Exchange Act of 1934, as amended. The costs of complying with these complex requirements may be substantial and require extensive consumption of our time and retention of expensive specialists in this area. In the event we are unable to establish a base of operations that generates sufficient cash flows or cannot obtain additional equity or debt financing, the costs of maintaining our status as a reporting entity may inhibit our ability to continue our operations.

THE COMPANY MAY NOT BE ABLE TO GENERATE REVENUES.

We expect to earn revenues solely in its chosen business area. In the opinion of our sole officer and director, we reasonably believe that the Company will begin to generate significant revenues within approximately twelve months from the date the minimum offering is achieved. However, failure to generate sufficient and consistent revenues to fully execute and adequately maintain our business plan will result in failure of our business.

COMPETITORS WITH MORE RESOURCES MAY FORCE US OUT OF BUSINESS.

The market for customers is intensely competitive and such competition is expected to continue to increase. Generally, our actual and potential competitors are significantly larger, have longer operating histories, greater financial and marketing resources, greater name recognition and an entrenched client base. Therefore, many of these competitors may be able to devote greater resources to attracting customers and be able to grant preferred pricing. Competition by existing and future competitors could result in our inability to secure an adequate consumer base sufficient enough to support our endeavors. We cannot be assured that it will be able to compete successfully against present or future competitors or that the competitive pressure it may face will not force it to cease operations.

WE MAY NOT BE ABLE TO ATTAIN PROFITABILITY WITHOUT ADDITIONAL FUNDING, WHICH MAY BE UNAVAILABLE.

Marvin's Place, Inc. has limited capital resources. To date, we have funded our operations with limited initial capital and have not generated sufficient cash from operations to be profitable or to maintain consistent operations. Unless we begin to generate sufficient revenues to finance operations on a consistent basis as a going concern, we may experience liquidity and solvency problems. Such liquidity and solvency problems may force us to cease operations if additional financing is not available. In the event our cash resources are insufficient to continue operations, we intend to consider raising additional capital through offerings and sales of equity or debt securities. In the event we are unable to raise sufficient funds, we will be forced to terminate business operations. The possibility of such outcome presents a risk of complete loss of investment in our common stock.

YOU MAY NOT BE ABLE TO SELL YOUR SHARES BECAUSE THERE IS NO PUBLIC MARKET FOR OUR STOCK.

There is no public market for our common stock. All of our issued and outstanding common stock is currently held by Chong Kim, our sole officer and director. Therefore, the current and potential market for our common stock is limited. In the absence of being listed, no market is available for investors in our common stock to sell their shares. We cannot guarantee that a meaningful trading market will develop.

If our stock ever becomes tradable, of which we cannot guarantee success, the trading price of our common stock could be subject to wide fluctuations in response to various events or factors, many of which are or will be beyond our control. In addition, the stock market may experience extreme price and volume fluctuations, which, without a direct relationship to the operating performance, may affect the market price of our stock.

INVESTORS MAY HAVE DIFFICULTY LIQUIDATING THEIR INVESTMENT BECAUSE OUR STOCK WILL BE SUBJECT TO PENNY STOCK REGULATION.

The SEC has adopted rules that regulate broker/dealer practices in connection with transactions in penny stocks. Penny stocks generally are equity securities with a price of less than \$5.00 (other than securities registered on certain national securities exchanges or quoted on the Nasdaq system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange system). The rules, in part, require broker/dealers to provide penny stock investors with increased risk disclosure documents and make a special written determination that a penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These heightened disclosure requirements may have the effect of reducing the number of broker/dealers willing to make a market in our shares, thereby reducing the level of trading activity in any secondary market that may develop for our shares. Consequently, customers in our securities may find it difficult to sell their securities, if at all.

INVESTORS IN THIS OFFERING WILL BEAR A SUBSTANTIAL RISK OF LOSS DUE TO IMMEDIATE AND SUBSTANTIAL DILUTION.

Our sole shareholder, Chong Kim, who also serves as our sole officer and director, acquired a total of 2,000,000 restricted shares of our common stock at a price per share of \$0.001. Upon the sale of the common stock offered hereby, the investors in this offering will experience an immediate and substantial "dilution." Therefore, the investors in this offering will bear a substantial portion of the risk of loss. Additional sales of our common stock in the future could result in further dilution. Please refer to the section titled "Dilution" herein.

ALL OF OUR ISSUED AND OUTSTANDING COMMON SHARES ARE RESTRICTED UNDER RULE 144 OF THE SECURITIES ACT, AS AMENDED. WHEN THE RESTRICTION ON ANY OR ALL OF THESE SHARES IS LIFTED, AND THE SHARES ARE SOLD IN THE OPEN MARKET, THE PRICE OF OUR COMMON STOCK COULD BE ADVERSELY AFFECTED.

All of the presently outstanding shares of common stock, aggregating 2,000,000 shares of common stock, are "restricted securities" as defined under Rule 144 promulgated under the Securities Act and may only be sold pursuant to an effective registration statement or an exemption from registration, if available. Rule 144, as amended, is an exemption that generally provides that a person who has satisfied a one year holding period for such restricted securities may sell, within any three month period (provided the Company is current in its reporting obligations under the Exchange Act), subject to certain manner of resale provisions, an amount of restricted securities which does not exceed the greater of 1% of a company's outstanding common stock or the average weekly trading volume in such securities during the four calendar weeks prior to such sale.

THE COMPANY IS SELLING THE SHARES OFFERED IN THIS PROSPECTUS WITHOUT AN UNDERWRITER AND MAY NOT BE ABLE TO SELL ANY OF THE SHARES OFFERED HEREIN.

The common shares are being offered on our behalf by Chong Kim, our sole officer and director, on a best-efforts basis. No broker-dealer has been retained as an underwriter and no broker-dealer is under any obligation to purchase any common shares. There are no firm commitments to purchase any of the shares in this offering. Consequently, there is no guarantee that the Company capable of selling all, or any, of the common shares offered hereby.

THE COMPANY MAY LOSE ITS TOP MANAGEMENT WITHOUT EMPLOYMENT AGREEMENTS.

Our operations depend substantially on the skills, knowledge and experience of Chong Kim, our sole officer and director. The Company has no other full- or part-time individuals devoted to the development of our company. Furthermore, the Company does not maintain key man life insurance. Without employment contracts, we may lose our sole officer and director to other pursuits without a sufficient warning and, consequently, be forced to terminate its operations.

Our sole officer and director is involved in other opportunities and may face a conflict in selecting between the Company and other interests and opportunities. We have not formulated a policy for the solution of such conflicts and potential losses. If we lose Mr. Kim to other pursuits without a sufficient warning, we may be forced to terminate our operations.

OUR INTERNAL CONTROLS MAY BE INADEQUATE, WHICH COULD CAUSE OUR FINANCIAL REPORTING TO BE UNRELIABLE AND LEAD TO MISINFORMATION BEING DISSEMINATED TO THE PUBLIC.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. As defined in Exchange Act Rule 13a-15(f), internal control over financial reporting is a process designed by, or under the supervision of, the principal executive and principal financial officer and effected by the board of directors, management and other personnel, 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 and includes those policies and procedures that: (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements. Our internal controls may be inadequate or ineffective, which could cause our financial reporting to be unreliable and lead to misinformation being disseminated to the public. Investors relying upon this misinformation may make an uninformed investment decision.

IF WE ARE UNABLE TO CONTINUE AS A GOING CONCERN, INVESTORS MAY FACE A COMPLETE LOSS OF THEIR INVESTMENT.

The Company has yet to commence its planned operations. As of the date of this Prospectus, we have had only limited start-up operations and generated nominal revenues. Taking these facts into account, our independent registered public accounting firm has expressed substantial doubt about our ability to continue as a going concern in the independent registered public accounting firm's report to the financial statements included in the registration statement, of which this prospectus is a part. If our business fails, the investors in this offering may face a complete loss of their investment.

OUR SOLE OFFICER AND DIRECTOR WORKS ON A PART-TIME BASIS. AS A RESULT, WE MAY BE UNABLE TO DEVELOP OUR BUSINESS AND MANAGE OUR PUBLIC REPORTING REQUIREMENTS.

Our operations depend on the efforts of Chong Kim, our sole officer and director. Mr. Kim does not have any experience related to public company management, nor as a principal accounting officer. Because of this, we may be unable to offer and sell the shares in this offering and develop and manage our business. The Company cannot guarantee you that it will overcome any such obstacle.

Mr. Kim is involved in other opportunities and may face a conflict in selecting between the Company and other business interests or opportunities. We have not formulated a policy for the resolution of such conflicts. If we lose Mr. Kim to other pursuits without a sufficient warning, the Company may, consequently, be forced to terminate operations and go out of business.

WE MAY BE UNABLE TO GENERATE SUSTAINABLE SALES WITHOUT SUBSTANTIAL SALES, MARKETING OR DISTRIBUTION CAPABILITIES.

The Company has not substantially commenced its planned business strategy and does not have any significant sales, marketing or distribution capabilities in place yet. We cannot guarantee that we will be able to develop a sales and marketing plan or to develop an effective operations center. In the event we are unable to successfully implement these objectives, we may be unable to generate sales and consequently be forced to cease operations.

The Company may also be unable to obtain sufficient quantities of quality clientele on acceptable commercial terms because it does not have any long term agreements or commitments in place. Our business would be seriously harmed if we were unable to develop and maintain relationships with repeat customers on acceptable terms or acquire favorable long term leases of commercial property.

OUR REVENUE AND GROSS MARGIN COULD SUFFER IF WE FAIL TO MANAGE OUR BUSINESS PLAN AND/OR ACCOUNTS.

Our business depends on our ability to acquire a steady cadre of clientele and to be able to anticipate the needs of that clientele on a timely basis or acquire favorable long term commercial leases. Given that we are in the development stage, we may be unable to accurately anticipate the timely acquisition of a client base nor to be able to predict the extent of their requirements. If we fail to anticipate customer demand properly or have a delay in the establishment of a substantial, reliable customer base, our business may be seriously, adversely affected to the extent that we terminate operations.

If the Company does not successfully launch and subsequently expand its proposed internet site, it may not be able to attract consumers or process their orders. Consequently, our success will depend on our ability to develop, test and publish our proposed website. This site is intended to play a vital role in our marketing, advertising and operational activities, without which our ability to generate brand awareness will be limited. If we fail to publish and subsequently upgrade our web site in a timely manner, we may lose potential customers thus having a potentially severe, adverse effect on our operations. Furthermore, if we fail to expand the computer systems that we will use to process customer orders and payments, we may not be able to successfully service customers.

IF OUR COMPUTER SYSTEMS AND INTERNATE INFRASTRUCTURE FAIL, WE WILL BE UNABLE TO CONDUCT OUR BUSINESS.

The performance of our computer hardware and the internet infrastructure created thereunder is critical to attract web viewers, new customers and commerce partners. Any system failure that causes an interruption in service or a decrease in responsiveness of our web site could result in an impairment of traffic on our web site and, if sustained or repeated, could materially harm our reputation and the attractiveness of our brand name. Our servers will be vulnerable to computer viruses, break-ins and similar disruptions from unauthorized tampering, as well as normal, yet equally unpredictable equipment failures. The occurrence of any of these events could result in interruptions, delays or cessation in services, which could have a material adverse effect on our business, resulting adversely on our operations and financial condition. Any damage or failure that interrupts or delays our operations could have a material adverse effect on our business, result of operations and financial condition. To the extent that we do not effectively address any capacity constraints, such constraints would have a material adverse effect on its business, result of operations and financial condition.

FAILURE BY THE COMPANY TO ANTICIPATE AND RESPOND TO CHANGES IN CONSUMER PREFERENCES MAY ADVERSELY AFFECT REVENUES.

Any change in the preferences of our potential customers or developments in the industry that the Company fails to anticipate and adapt to could reduce customer base and the demand for our services. Failure to anticipate and respond to changes in consumer preferences and demands could lead to, among other things, customer dissatisfaction, failure to attract demand for our proposed services and lower profit margins.

Special Note Regarding Forward-Looking Statements.

This prospectus contains forward-looking statements about our business, financial condition and prospects that reflect our management's assumptions and beliefs based on information currently available. We can give no assurance that the expectations indicated by such forward-looking statements will be realized. If any of our assumptions should prove incorrect, or if any of the risks and uncertainties underlying such expectations should materialize, the actual results may differ materially from those indicated by the forward-looking statements.

The key factors that are not within our control and that may have a direct bearing on operating results include, but are not limited to, acceptance of the proposed services that we expect to market, our ability to establish a substantial customer base, managements' ability to raise capital in the future, the retention of key employees and changes in the regulation of the industry in which we function.

There may be other risks and circumstances that management may be unable to predict. When used in this prospectus, words such as, "believes," "expects," "intends," "plans," "anticipates," "estimates" and similar expressions are intended to identify and qualify forward-looking statements, although there may be certain forward-looking statements not accompanied by such expressions.

USE OF PROCEEDS

Without realizing the minimum offering proceeds, we will not be able to commence planned operations and implement its business plan. Please refer to the section, herein, titled "Management's Discussion and Plan of Operation" for further information. In the case that the Offering does not reach the maximum and the total proceeds are less than those indicated in the table, we will have the discretion to apply the available net proceeds to various indicated uses within the dollar limits established in the table above.

The Company intends to use the proceeds from this offering as follows:

Application Of Proceeds	Minimum		50% of Maximum		Maximum	
	\$	% of total	\$	% of total	\$	% of total
Total Offering Proceeds	20,000	100.00	37,500	100.00	75,000	100.00
Offering Expenses						
Legal and professional fees	2,000	10.00	2,000	5.33	2,000	2.67
Accounting fees	2,000	10.00	2,000	5.33	2,000	2.67
Transfer agent fees	2,000	10.00	2,000	5.33	2,000	2.67
Total Offering Expenses	6,000	30.0	6,000	16.00	6,000	8.00
Net Proceeds from Offering	14,000	70.00	31,500	84.00	69,000	92.00
Use of Net Proceeds						
Accounting fees	3,000	21.43	3,000	9.52	3,000	4.35
Legal and professional fees	5,000	35.71	5,000	15.87	5,000	7.25
Office equipment and furniture	1,000	7.14	2,000	6.35	2,000	2.90
Office supplies	1,000	7.14	1,000	3.18	1,000	1.45
Inventory	-	-	5,000	15.87	5,000	7.25
Sales and marketing	2,000	14.29	5,500	17.46	10,000	14.50
Working capital ⁽¹⁾	2,000	14.29	10,000	31.75	43,000	62.30
Total Use of Net Proceeds	14,000	70.00	31,500	84.00	69,000	92.00
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Minimum

50% of Maximum

Maximum

Application Of Proceeds

\$

% of total

\$

% of total

\$

% of total

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	100.00
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	100.00

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	2,000
	2.67
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	10.00
	2,000
	5.33
	2,000
	2.67
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[illegible]

Total Use of Net Proceeds

14,000
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Total Use of Proceeds

20,000100.0037,500100.0075,000100.00

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Notes:

(1) The category of General Working Capital may include, but not be limited to, printing costs, postage, telephone services, overnight delivery services, additional professional fees and other general operating expenses.

DETERMINATION OF OFFERING PRICE

The offering price of the common stock has been arbitrarily determined and bears no relationship to any objective criterion of value. The price does not bear any relationship to our assets, book value, historical earnings or net worth. In determining the offering price, management considered such factors as the prospects, if any, for similar companies, anticipated results of operations, present financial resources and the likelihood of acceptance of this offering. No valuation or appraisal has been prepared for our business. We cannot assure you that a public market for our securities will develop or continue or that the securities will ever trade at a price higher than the offering price.

DILUTION

"Dilution" represents the difference between the offering price of the shares of common stock and the net book value per share of common stock immediately after completion of the offering. "Net book value" is the amount that results from subtracting total liabilities from total assets. In this offering, the level of dilution is increased as a result of the relatively low book value of our issued and outstanding stock. Assuming all shares offered herein are sold, and given effect to the receipt of the maximum estimated proceeds of this offering from shareholders net of the offering expenses, our net book value will be \$80,000 or \$0.023 per share. Therefore, the purchasers of the common stock in this offering will incur an immediate and substantial dilution of approximately \$0.027 per share while our present stockholders will receive an increase of \$0.020 per share in the net tangible book value of the shares they hold. This will result in a 54.29% dilution for purchasers of stock in this offering.

The following table illustrates the dilution to the purchasers of the common stock in this offering:

	Minimum Offering	Maximum Offering
Offering Price Per Share	\$0.05	\$0.05
Book Value Per Share Before the Offering	\$0.0025	\$0.0025
Book Value Per Share After the Offering	\$0.01042	\$0.02286
Net Increase to Original Shareholders	\$0.00792	\$0.02036
Decrease in Investment to New Shareholders	\$0.03958	\$0.02714
Dilution to New Shareholders (%)	79.17%	54.29%

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Maximum

Offering
Offering

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PLAN OF DISTRIBUTION

There is no public market for our common stock. Our common stock is currently held by one shareholder. Therefore, the current and potential market for our common stock is limited and the liquidity of our shares may be severely limited. To date,

we have made no effort to obtain listing or quotation of our securities on a national stock exchange or association. We have not identified or approached any broker/dealers with regard to assisting us to apply for such listing. We are unable to estimate when we expect to undertake this endeavor. In the absence of being listed, no market is available for investors in our common stock to sell their shares. We cannot guarantee that a meaningful trading market will develop.

If the stock ever becomes tradable, the trading price of our common stock could be subject to wide fluctuations in response to various events or factors, many of which are beyond our control. As a result, investors may be unable to sell their shares at or greater than the price at which they are being offered.

This offering will be conducted on a best-efforts basis utilizing the efforts of Chong Kim, the sole officer and director of the Company. Potential investors include, but are not limited to, family, friends and acquaintances of Mr. Kim. The intended methods of communication include, without limitation, telephone and personal contact. In his endeavors to sell this offering, Mr. Kim does not intend to use any mass advertising methods such as the internet or print media.

Funds received by the sales agent in connection with sales of our securities will be transmitted immediately into a trust account until the minimum sales threshold is reached. There can be no assurance that all, or any, of the shares will be sold.

Mr. Kim will not receive commissions for any sales originated on our behalf. We believe that Mr. Kim is exempt from registration as a broker under the provisions of Rule 3a4-1 promulgated under the Securities Exchange Act of 1934. In particular, Mr. Kim:

1. Is not subject to a statutory disqualification, as that term is defined in Section 3(a)39 of the Act, at the time of his participation; and
2. Is not to be compensated in connection with his participation by the payment of commissions or other remuneration based either directly or indirectly on transactions in securities; and
3. Is not an associated person of a broker or dealer; and
4. Meets the conditions of the following:
 - a. Primarily performs, or is intended primarily to perform at the end of the offering, substantial duties for or on behalf of the issuer otherwise than in connection with transactions in securities; and
 - b. Was not a broker or dealer, or associated persons of a broker or dealer, within the preceding 12 months; and
 - c. Did not participate in selling an offering of securities for any issuer more than once every 12 months other than in reliance on paragraphs within this section, except that for securities issued pursuant to rule 415 under the Securities Act of 1933, the 12 months shall begin with the last sale of any security included within one rule 415 registration.

No officers or directors of the Company may purchase any securities in this offering.

There can be no assurance that all, or any, of the shares will be sold. As of the date of this prospectus, we have not entered into any agreements or arrangements for the sale of the shares with any broker/dealer or sales agent. However, if we were to enter into such arrangements, we will file a post effective amendment to disclose those arrangements because any broker/dealer participating in the offering would be acting as an underwriter and would have to be so named in the prospectus.

In order to comply with the applicable securities laws of certain states, the securities may not be offered or sold unless they have been registered or qualified for sale in such states or an exemption from such registration or qualification requirement is available and with which we have complied. The purchasers in this offering and in any subsequent trading market must be residents of such states where the shares have been registered or qualified for sale or an exemption from such registration or qualification requirement is available. As of the date of this prospectus, we have not identified the specific states where the offering will be sold. We will file a pre-effective amendment indicating which state(s) the securities are to be sold pursuant to this registration statement.

The proceeds from the sale of the shares in this offering will be payable to Randall Henderson, Esq. Trust Account fbo Marvin's Place, Inc. ("Trust Account") and will be deposited in a non-interest or minimum interest bearing bank account until the minimum offering proceeds are raised. No interest will be paid to any shareholder. All subscription agreements and checks are irrevocable. Failure to do so will result in checks being returned to the investor, who submitted the check. All subscription funds will be held in the Trust Account pending achievement of the Minimum Offering and no funds shall be released to Marvin's Place, Inc. until such a time as the minimum proceeds are raised. The trust agent will continue to receive funds and

perform additional disbursements until either the Maximum Offering is achieved or a period of 180 days from the effective date of this offering expires, whichever event first occurs. Thereafter this agreement shall terminate. If the Minimum Offering is not achieved within 180 days of the date of this prospectus, all subscription funds will be returned to investors promptly without interest or deduction of fees. The fee of the Trust Agent is \$1,000.00. [See Exhibit 99(a)].

Investors can purchase common stock in this offering by completing a Subscription Agreement [attached hereto as Exhibit 99(b)] and sending it together with payment in full. All payments must be made in United States currency either by personal check, bank draft, or cashiers check. There is no minimum subscription requirement. All subscription agreements and checks are irrevocable. We reserve the right to either accept or reject any subscription. Any subscription rejected within this 30 day period will be returned to the subscriber within 5 business days of the rejection date. Furthermore, once a subscription agreement is accepted, it will be executed without reconfirmation to or from the subscriber. Once we accept a subscription, the subscriber cannot withdraw it.

LEGAL PROCEEDINGS

To the best of our knowledge, Chong Kim, our sole officer and director, has not been convicted in a criminal proceeding.

To the best of our knowledge, Chong Kim, our sole officer and director, has not been permanently or temporarily enjoined, barred, suspended or otherwise limited from involvement in any type of business, securities or banking activities.

To the best of our knowledge, Chong Kim, our sole officer and director, has not been convicted of violating any federal or state securities or commodities law.

There are no known pending legal or administrative proceedings against the Company.

To the best of our knowledge, no officer, director, significant employee or consultant has had any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy filing or within two years prior to that time.

DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

Directors are elected by the stockholders to a term of one year and serve until a successor is elected and qualified. Officers are appointed by the Board of Directors to a term of one year and serve until a successor is duly elected and qualified, or until removed from office. The Board of Directors have no nominating, auditing or compensation committees.

The following table sets forth certain information regarding our executive officers and directors as of the date of this prospectus:

Name		Age	Position	Period of Service ⁽¹⁾
Chong Kim ⁽²⁾		39	President, Secretary, Treasurer and Director	Inception – Present
Name	Age	Position	Period of Service ⁽¹⁾	
Chong Kim ⁽²⁾	39	President, Secretary, Treasurer and Director	Inception – Present	
Name		Age	Position	Period of Service ⁽¹⁾
Chong Kim ⁽²⁾		39	President, Secretary, Treasurer and Director	Inception – Present
Name		Age	Position	Period of Service ⁽¹⁾
Chong Kim ⁽²⁾		39	President, Secretary, Treasurer and Director	Inception – Present

Notes:

⁽¹⁾ Our sole director will hold office until the next annual meeting of the stockholders, typically held on or near the anniversary date of inception, and until successors have been elected and qualified. At the present time, our sole officer was appointed by our sole director and will hold office until resignation

or removal from office.

(2) Chong Kim has outside interests and obligations other than Marvin's Place, Inc. We expect Mr. Kim to spend approximately 10-15 hours per week on our business affairs. At the date of this prospectus, Marvin's Place, Inc. is not engaged in any transactions, either directly or indirectly, with any persons or organizations considered promoters.

BACKGROUND OF DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

Chong Kim – President, Treasurer, Secretary, and Director – Chong Kim is an industrious, experienced individual who has supervised and managed several retail businesses and has been the owner of a Mail Boxes, Etc. location for the past eight years.

Board Committees

Marvin's Place, Inc. has not yet implemented any board committees as of the date of this prospectus.

Directors

The maximum number of directors Marvin's Place, Inc. is authorized to have is seven (7). However, in no event may the

Company have less than one director. Although we anticipate appointing additional directors, the Company has not identified any such person or any time frame within which this may occur.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information as of the date of this offering with respect to the beneficial ownership of our common stock by all persons known by us to be beneficial owners of more than 5% of any such outstanding classes, and by each director and executive officer, and by all officers and directors as a group. Unless otherwise specified, the named beneficial owner has, to our knowledge, either sole or majority voting and investment power.

Title Of Class			Name, Title and Address of Beneficial Owner of Shares ⁽¹⁾	Amount of Beneficial Ownership ⁽²⁾	Percent of Class	
					Before Offering	After Offering ⁽³⁾
Common			Chong Kim, President and Director	2,000,000	100%	57.14%
			All Directors and Officers as a group (1 person)	2,000,000	100%	57.14%
Title Of Class	Name, Title and Address of Beneficial Owner of Shares ⁽¹⁾	Amount of Beneficial Ownership ⁽²⁾	Percent of Class			
			Before Offering	After Offering ⁽³⁾		
Common	Chong Kim, President and Director	2,000,000	100%	57.14%		
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Footnotes

(1) The address of each executive officer and director is c/o Marvin's Place, Inc., 13245 Sunnyslope Dr., Chino Hills, CA 91709

(2) As used in this table, "beneficial ownership" means the sole or shared power to vote, or to direct the voting of, a security, or the sole or share investment power with respect to a security (i.e., the power to dispose of, or to direct the disposition of a security).

(3) Assumes the sale of the maximum amount of this offering (1,500,000 shares of common stock). The aggregate amount of shares to be issued and outstanding after the offering is 3,500,000.

DESCRIPTION OF SECURITIES

Marvin's Place, Inc.'s authorized capital stock consists of 70,000,000 shares of common stock, with a par value of \$0.001 per share, and 5,000,000 shares of preferred stock, par value \$0.001.

The holders of Marvin's Place, Inc.'s common stock:

1. Have equal ratable rights to dividends from funds legally available therefore, when, as and if declared by the Board of Directors;
2. Are entitled to share ratably in all of assets available for distribution to holders of common stock upon liquidation, dissolution or winding up of corporate affairs;
3. Do not have preemptive, subscription or conversion rights and there are no redemption or sinking fund provisions or rights; and
4. Are entitled to one vote per share on all matters on which stockholders may vote.

All shares of common stock now outstanding are fully paid for and non assessable and all shares of common stock which are the subject of this offering, when issued, will be fully paid for and non assessable.

The SEC has adopted rules that regulate broker/dealer practices in connection with transactions in penny stocks. Penny stocks generally are equity securities with a price of less than \$5.00 (other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange system). The penny stock rules require a broker/dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document prepared by the SEC that provides information about penny stocks and the nature and level of risks in the penny stock market. The broker/dealer also must provide the customer with bid and offer quotations for the penny stock, the compensation of the broker/dealer, and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer's account. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from such rules, the broker/dealer must make a special written determination that a penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These heightened disclosure requirements may have the effect of reducing the number of broker/dealers willing to make a market in our shares, reducing the level of trading activity in any secondary market that may develop for our shares, and accordingly, customers in our securities may find it difficult to sell their securities, if at all.

The Company has no current plans to neither issue any preferred stock nor adopt any series, preferences or other classification of preferred stock. The Board of Directors is authorized to (i) provide for the issuance of shares of the authorized preferred stock

in series and (ii) by filing a certificate pursuant to the laws of Nevada, to establish from time to time the number of shares to be included in each such series and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof, all without any further vote or action by the stockholders. Any shares of issued preferred stock would have priority over the common stock with respect to dividend or liquidation rights. Any future issuance of preferred stock may have the effect of delaying, deferring or preventing a change in control of the company without further action by the stockholders and may adversely effect the voting and other rights of the holders of common stock.

The issuance of shares of preferred stock, or the issuance of rights to purchase such shares, could be used to discourage an unsolicited acquisition proposal. For instance, the issuance of a series of preferred stock might impede a business combination by including class voting rights that would enable the holder to block such a transaction, or facilitate a business combination by including voting rights that would provide a required percentage vote of the stockholders. In addition, under certain circumstances, the issuance of preferred stock could adversely affect the voting power of the holders of the common stock. Although the Board of Directors is required to make any determination to issue such stock based on its judgment as to the best interests of stockholders, the Board of Directors could act in a manner that would discourage an acquisition attempt or other transaction that potentially some, or a majority, of the stockholders might believe to be in their best interests or in which stockholders might receive a premium for their stock over the then market price of such stock. The Board of Directors does not at present intend to seek stockholder approval prior to any issuance of currently authorized stock, unless otherwise required by law or stock exchange rules.

PREFERRED STOCK

Marvin's Place, Inc. is authorized to issue 5,000,000 shares of preferred stock, \$0.001 par value. However, the Company has not issued any preferred stock to date.

PREEMPTIVE RIGHTS

No holder of any shares of Marvin's Place, Inc. stock has preemptive or preferential rights to acquire or subscribe for any unissued shares of any class of stock or any unauthorized securities convertible into or carrying any right, option or warrant to subscribe for or acquire shares of any class of stock not disclosed herein.

NON-CUMULATIVE VOTING

Holders of Marvin's Place, Inc. common stock do not have cumulative voting rights, which means that the holders of more than 50% of the outstanding shares, voting for the election of directors, can elect all of the directors to be elected, if they so choose, and, in such event, the holders of the remaining shares will not be able to elect any directors.

CASH DIVIDENDS

As of the date of this prospectus, Marvin's Place, Inc. has not paid any cash dividends to stockholders. The declaration of any future cash dividend will be at the discretion of the Board of Directors and will depend upon earnings, if any, capital requirements and financial position, general economic conditions, and other pertinent conditions. The Company does not intend to pay any cash dividends in the foreseeable future, but rather to reinvest earnings, if any, in business operations.

REPORTS

After this offering, Marvin's Place, Inc. will furnish its shareholders with annual financial reports certified by independent accountants, and may, at its discretion, furnish unaudited quarterly financial reports.

INTEREST OF NAMED EXPERTS AND COUNSEL

None.

DISCLOSURE OF COMMISSION POSITION OF INDEMNIFICATION FOR SECURITIES ACT LIABILITIES

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Bylaws and certain statutes provide for the indemnification of a present or former director or officer. Please refer to the section herein titled "Indemnification of Directors and Officers."

THE SECURITIES AND EXCHANGE COMMISSION'S POLICY ON INDEMNIFICATION

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers, and controlling persons of the company pursuant to any provisions contained in its Articles of Incorporation, Bylaws, or otherwise, Marvin's Place, Inc. has been advised that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of our legal counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether indemnification is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

ORGANIZATION WITHIN LAST FIVE YEARS

Marvin's Place, Inc. was incorporated in the State of Nevada on April 11, 2007.

Please see the section, herein, titled "Recent Sales of Unregistered Securities" for capitalization history.

DESCRIPTION OF BUSINESS

BUSINESS DEVELOPMENT AND SUMMARY

Marvin's Place, Inc. (the "Company" or "Marvins") was incorporated in the State of Nevada on April 11, 2007 under the same name. Since inception, Marvins has not generated any significant revenues. Marvins has never been party to any bankruptcy, receivership or similar proceeding, nor has it undergone any reclassification, merger, consolidation, purchase or sale of a significant amount of assets not in the ordinary course of business.

Marvin's Place, Inc. has yet to commence any significant planned strategic operations. As of this date, Marvins has had only limited start-up operations and has not generated any significant revenues. Marvins believes that if it obtains the minimum proceeds from this offering it will be able to initiate implementation of the business plan and conduct at least minimal business pursuant to the business plan for the next 12 months.

Marvin's Place, Inc.'s administrative office is located at 13245 Sunnyslope Dr., Chino Hills, CA 91709.

Marvin's Place, Inc.'s fiscal year end is December 31.

BUSINESS OF ISSUER

Principal Products, Services and Markets

Marvin's Place, Inc. ("Marvins" or the "Company") was incorporated in the State of Nevada on April 11, 2007.

Marvin's Place, Inc., a Nevada Corporation, 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.

Company's Products and Services

Marvin's Place, Inc. has the principal business objective of becoming a premier franchisor of retail shipping, postal, courier and business service centers, with the intent of first creating a strong local and regional financial and business model as a basis from which to expand the company into national service centers located in major business centers, hotels and airports, where travelers can avoid long delays by shipping their baggage ahead.

- v Packaging. We expertly pack your items directly in the center and can custom crate your large or precious items. We will also offer packaging supplies, moving supplies and local pick-ups for shipments of any size. Some of the items we offer are:
-

1. Envelopes
 2. Boxes
 3. Plastic air-bubble cushioning
 4. Packing peanuts
 5. Tape
 6. Labels
- v Shipping. We ship everything from letters to pianos. We will offer a full range of shipping through local, national or international carriers.
- v Copy and Print Services. We offer a wide range of copy and print services, including color, black and white copies and digital printing; offset printing for business cards and brochures; binding laminating and other finishing services, as well as paper and office supplies. We provide:
 1. Color and black and white copies
 2. Printing from disk
 3. Expedited shipping
 4. Document finishing, including binding, laminating, folding, padding, collating, cutting and drilling
 5. Digital printing
- v Mailbox Services. We offer mailboxes with real street addresses and 24-hour access to mail and package deliveries. Additional services include mail forwarding, fax receiving and sending, and the ability to call in and check for your mail and packages.
- v Notary Services. We offer a one-stop shop for notarizing important legal documents and can copy and send them wherever they need to go in a timely manner.
- v Passport/ID Photos. For traveling outside the United States, a customer can come into our location to have a passport photo taken. Our photos meet all requirements for U.S. passports and most other photo identification cards.
- v Rubber Stamps. We offer high-quality standard and custom stamps in a variety of sizes and styles, including self-inking models.
- v Office and Mailing Supplies. We offer a variety of standard office, mailing and shipping supplies from the one-time small need to bulk supplies.

Company's Future Products and Services

Once a strong business foundation has been built on a local and regional level, it is our intent to not only expand our service centers nationally, but also develop the breadth of services we will offer. Some areas we will look into expanding our business services are:

1. Promotional Products. We intend to offer to customers a broad range of promotional and trade show products they can order to promote greater business awareness.
 2. Photo Prints and Gifts. The customer can create personalized gifts for his family and friends using his own digital photos to customize one of an assortment of unique gift items.
 3. Personalized Photo Calendars. The customer can create a personalized photo calendar, noting special event days, for family, friends, clients or employees, featuring his own photos, company logos and highlights.
 4. Signs and Graphics. We intend to provide a wide range of affordable, expedient, custom-made signs, banners and posters to attract attention or communicate an idea or logo effectively. Some forms include:
 2. Electronic neon signs
 3. Plastic signs
 4. Magnetic automobile signs
 5. Vinyl banners
 6. Posters
 7. Decals
 - v Moving Supplies. We intend to offer an assortment of general household moving supplies, including:
 1. Cardboard boxes of various sizes
 2. Crate kits
 3. Plastic air-bubble cushioning for general purposes and specialized priceless items like antique china
 4. Packing peanuts
 5. Rolls of tape and tape applicators
 6. Labels
 7. Portable storage containers
 - v Money Transfers. We intend to offer customers the ability to transfer and wire money world wide.
 - v E Mail Retrieval. We will offer to our customers and ability to log in, perform internet research and send/receive email.
-

- ✓ Air Cargo and Freight Forwarding. We intend to have the capability to take heavy weight cargo from the customer's door to virtually any market in the world. It is our goal to arrange all the details, including customs clearance and final delivery.
- ✓ Publications Distribution. It is our goal to be the primary logistics outsource resource for many of the world's premier publishers, distributors and printers, moving all types of publications to national and international subscribers on all continents.
- ✓ Customs Brokerage. Our courier and freight services will include standard customs clearance at the overseas port of entry. This package will include the advancement of any duties or taxes to be paid overseas as long as pre-arranged.
- ✓ Mail Order Catalog Distribution. We foresee taking mail order catalogs from the printers and distributing them on behalf of the catalog company.
- ✓ Merchandise Delivery. Going hand-in-hand with our catalog distribution system, we will offer to the catalog company and others in need of such services, an expedited merchandise delivery system thereby eliminating the substantial costs they incur for maintaining in-house employees, warehousing space, packing expenses and distribution costs.
- ✓ Special Courier Service. Occasionally there is a need for a secure, low-profile, extremely precautionary delivery means for trade secrets, trade information and other highly classified documents, prototypes, materials, etc. It is our intent to provide this exclusive service on a limited basis to selective clients.
- ✓ Medical Transport. Once we establish specific rules, regulations and guidelines for handling medical material, our intent is to create a special medical transport unit specializing in standard and time-sensitive transportation of medical materials, whether they are frozen, refrigerated or room temperature.

Product Availability

Marvin's Place, Inc. does not foresee the need to have any products manufactured.

Intellectual Properties

Marvin's Place, Inc. does not foresee the need to protect any intellectual properties.

Marketing Activities

The business service center industry is abound with competition, mainly on the local level. However, few offer the complete service we intend to provide once our strategic business plan is implemented. Our intent is to not only emphasize our competitors similarities, but to stress our differences—namely our intent to provide a broader range of products and services for our clientele. We first intend to develop a comprehensive, multi-layered internet presence followed by an extensive media campaign in our initial area of operations. We also plan to attend trade shows and conventions to further expand our presence. As we form a strong local foundation, we intend to expand into other geographical areas by means of direct competition, strategic mergers and beneficial acquisitions.

Some businesses we intend to initially target for marketing purposes are architects, engineers, escrow companies, financial institutions, legal firms, mortgage companies, title companies.

Distribution Methods of the Products and/or Services

We are currently working to identify an experienced internet service provider to develop a comprehensive internet presence. Additionally, we plan on identifying key-individuals and/or companies that may be instrumental in assisting us in making our services known to potential clients.

As resources become available, direct mailings and local advertising offering discounts will be utilized to increase consumer contacts and augment the individual customer base.

Industry Background and Competitive Business Conditions

This service industry is replete with competition at all levels of size, experience and expertise, from the Mom-and-Pop sole proprietorship to the sophisticated entrenched corporations like Kinkos. By maintaining strong community ties and mandating the highest level of courtesy, personal service and ethical standards, Marvin's Place, Inc. can gain and maintain a stellar reputation for honesty and customer loyalty, thereby insuring repeat business. Additionally, Marvins will spend considerable efforts to develop business, corporate and government relationships with potential customers that have need of the type of services offered by Marvin's Place, Inc.

The Company has not obtained nor commissioned any market research by independent and qualified professionals indicating that demand exists for the type of services contemplated by the Company, although the extent to which similar companies

advertise speaks for the need of such basic services. We, of course, intend to provide and promote an array of services not provided, nor to our knowledge, contemplated by our potential competitors. The Company has no access to information as to the number of businesses providing products similar to those contemplated by the Company.

Regulatory Framework for the Industry

The Company is not aware of any regulatory obstacles to our business plan. That is not to say that we are not generally aware of the multitude of rules, statutes and administrative regulations (locally, nationally and internationally) that may apply, including, but not limited to local business licenses and customs regulations. However, we do not foresee these as prohibiting the implementation of our business plan, but merely as temporary administrative obstacles that will be addressed and overcome as they arise or as best we can forecast their arrival.

Number of Total Employees and Number of Full Time Employees

Marvin's Place, Inc. is currently in the development stage. During this development period, we plan to rely exclusively on the services of our sole officer and director to establish business operations, protocols and perform or supervise the minimal services required at this time. Marvin's believes that its operations are currently on a small scale that is manageable by one individual. There are no full or part-time employees. Mr. Chong's responsibilities are mainly administrative at this time, as Marvin's operations are minimal.

REPORTS TO SECURITY HOLDERS

1. After this offering, the Company will furnish shareholders with audited annual financial reports certified by independent accountants, and may, in its discretion, furnish unaudited quarterly financial reports.
2. After this offering, the Company will file periodic and current reports with the Securities and Exchange Commission as required to maintain the fully reporting status.
3. The public may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Our SEC filings will also be available on the SEC's Internet site. The address of that site is: <http://www.sec.gov>

MANAGEMENT'S DISCUSSION AND PLAN OF OPERATION

This section must be read in conjunction with the Audited Financial Statements included in this prospectus.

PLAN OF OPERATION

Marvin's Place, Inc. was incorporated on April 11, 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 can not 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.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements.

DESCRIPTION OF PROPERTY

We use a corporate office located at 13245 Sunnyslope Dr., Chino Hills, CA. Office space, utilities and storage are currently being provided free of charge at the present time. There are currently no proposed programs for the renovation, improvement or development of the facilities currently in use.

Our management does not currently have policies regarding the acquisition or sale of real estate assets primarily for possible capital gain or primarily for income. We do not presently hold any investments or interests in real estate, investments in real estate mortgages or securities of or interests in persons primarily engaged in real estate activities.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

On or about April 11, 2007, Chong Kim, the sole officer, director and employee, paid for expenses involved with the incorporation of Marvin's Place, Inc. with personal funds and performed services on behalf of Marvin's Place, Inc., in exchange for 2,000,000 shares of common stock, par value \$0.001 per share, which issuance was exempt from the registration provisions of Section 5 of the Securities Act under Section 4(2) of such same said act.

The price of the common stock issued to Chong Kim was arbitrarily determined and bore no relationship to any objective criterion of value. At the time of issuance, the Company was recently formed or in the process of being formed and possessed no assets.

MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

MARKET INFORMATION

As of the date of this prospectus, there is no public market in Marvin's Place, Inc. common stock. This prospectus is a step toward creating a public market for our stock, which may enhance the liquidity of our shares. However, there can be no assurance that a meaningful trading market will develop. Marvin's Place, Inc. and its management make no representation about the present or future value of our common stock.

As of the date of this prospectus,

1. There are no outstanding options or warrants to purchase, or other instruments convertible into, common equity of Marvin's Place, Inc.;
2. There are currently 2,000,000 shares of our common stock held by its sole officer and director and an affiliated entity that are not eligible to be sold pursuant to Rule 144 under the Securities Act;
3. Other than the stock registered under this Registration Statement, there is no stock that has been proposed to be publicly offered resulting in dilution to current shareholders.

In general, under Rule 144 as amended, a person who has beneficially owned and held "restricted" securities for at least one year, including "affiliates," may sell publicly without registration under the Securities Act, within any three-month period, assuming compliance with other provisions of the Rule, a number of shares that do not exceed the greater of (i) one percent of the common stock then outstanding or, (ii) the average weekly trading volume in the common stock during the four calendar weeks preceding such sale. A person who is not deemed an "affiliate" and who has beneficially owned shares for at least two years would be entitled to unlimited resale of such restricted securities under Rule 144 without regard to the volume and other limitations described above.

HOLDERS

As of the date of this prospectus, Marvin's Place, Inc. has 2,000,000 shares of \$0.001 par value common stock issued and outstanding held by 1 shareholder of record.

DIVIDENDS

We have neither declared nor paid any cash dividends. For the foreseeable future, we intend to retain any earnings to finance the development and expansion of our business, and do not anticipate paying any cash dividends on our preferred or common stock. Any future determination to pay dividends will be at the discretion of the Board of Directors and will be dependent upon then existing conditions, including its financial condition, results of operations, capital requirements, contractual restrictions, business prospects, and other factors that the Board of Directors considers relevant.

EXECUTIVE COMPENSATION

Summary Compensation Table

Name and Principal Position	Year	Annual Compensation			Long-Term Compensation			
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Restricted Stock Awards (\$)	Underlying Options (#)	LTIP Payouts (\$)	All Other Compensation (\$)
Chong Kim sole Officer and Director	2007	-	-	-	-	-	-	-

Summary Compensation Table

Name and Principal Position	Year	Annual Compensation			Restricted Stock Awards (\$)	Long-Term Compensation		
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)		Securities Underlying Options (#)	LTIP Payouts (\$)	All Other Compensation (\$)
Chong Kim sole Officer and Director	2007	-	-	-	-	-	-	-

Summary Compensation Table

Annual Compensation

Long-Term Compensation

Name and
Principal Position
Year

Salary (\$)

Bonus (\$)

Other Annual Compensation (\$)

Restricted Stock Awards (\$)

Securities Underlying Options (#)

LTIP Payouts (\$)

All Other Compensation (\$)

Chong Kim
2007

-

-

-

-

-

-

sole Officer and Director

Summary Compensation Table

Name and Principal Position	Year	Annual Compensation			Restricted Stock Awards (\$)	Long-Term Compensation		
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)		Underlying Options (#)	LTIP Payouts (\$)	All Other Compensation (\$)
Chong Kim	2007	-	-	-	-	-	-	-

sole Officer and Director

Summary Compensation Table

Name and Principal Position	Year	Annual Compensation			Restricted Stock Awards (\$)	Long-Term Compensation		
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)		Securities Underlying Options (#)	LTIP Payouts (\$)	All Other Compensation (\$)
Chong Kim sole Officer and Director	2007	-	-	-	-	-	-	-

DIRECTORS' COMPENSATION

Directors are not entitled to receive compensation for services rendered to Marvin's Place, Inc., or for each meeting attended except for reimbursement of out-of-pocket expenses. There are no formal or informal arrangements or agreements to compensate directors for services provided as a director.

EMPLOYMENT CONTRACTS AND OFFICERS' COMPENSATION

Since Marvin's Place, Inc.'s incorporation on April 11, 2007, we have not paid any compensation to any officer, director or employee. We do not have employment agreements. Any future compensation to be paid will be determined by the Board of Directors, and, as appropriate, an employment agreement will be executed. We do not currently have plans to pay any compensation until such time as it maintains a positive cash flow.

STOCK OPTION PLAN AND OTHER LONG-TERM INCENTIVE PLAN

Marvin's Place, Inc. currently does not have existing or proposed option or SAR grants.

FINANCIAL STATEMENTS

- a) Audited Financial Statements for the period ended April 30, 2007
-

*MARVIN'S PLACE, INC.
AUDIT REPORT &
FINANCIAL STATEMENTS
April 30, 2007*

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OFFICES OF
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amfarooq@gmail.com**

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
Marvin's Place, Inc.
Las Vegas, Nevada

We have audited the accompanying balance sheet of Marvin's Place, Inc. (A development Stage Company) as of April 30, 2007, and the related statements of operations, stockholders' equity, and cash flows from inception April 4, 2007 through April 30, 2007, and the period then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a best basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made the management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Marvin's Place, Inc. (A Development State Company) as of April 30, 2007 and the results of its operations, and its cash flows from inception April 4, 2007 through April 30, 2007, and the period then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company's lack of revenue and significant losses as of April 30, 2007 raises substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

[Missing Graphic Reference]

Arshad M. Farooq
Pomona, CA
May 22nd, 2007

MARVIN'S PLACE, INC.
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEET
As of 4/30/2007

ASSETS

Increase
Decrease

Current Assets

Cash	\$2,000	\$2,000
------	---------	---------

Total Current Assets	<u>\$2,000</u>	<u>\$0</u> 2,000
-----------------------------	----------------	------------------

TOTAL ASSETS

	<u>\$2,000</u>	<u>\$0</u> <u>\$2,000</u>
--	----------------	---------------------------

LIABILITIES & STOCKHOLDER'S EQUITY

Current Liabilities

Accounts payable		-
------------------	--	---

Other accrued liabilities		
---------------------------	--	--

Total Current Liabilities	<u>\$0</u>	<u>\$0</u> <u>\$0</u>
----------------------------------	------------	-----------------------

STOCKHOLDERS EQUITY

Preferred stock: \$0.001 par value, 5,000,000 shares
authorized: no shares issued and outstanding

Common stock: \$0.001 par value, 70,000,000 shares authorized; 2,000,000 shares issued and outstanding	2,000	2,000 -
---	-------	------------

Additional paid-in capital	3,000	3,000
----------------------------	-------	-------

Accumulated deficit:	(3,000)	
----------------------	---------	--

TOTAL STOCKHOLDERS EQUITY	<u>2,000</u>	<u>-</u> 5,000
----------------------------------	--------------	----------------

TOTAL LIABILITIES & STOCKHOLDER'S EQUITY

	<u>\$2,000</u>	<u>\$0</u> <u>\$5,000</u>
--	----------------	---------------------------

Difference

-

MARVIN'S PLACE, INC.
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEET
As of 4/30/2007

ASSETS

Increase
Decrease

Current Assets

Cash	\$2,000		\$2,000
------	---------	--	---------

Total Current Assets	<u>\$2,000</u>	<u>\$0</u>	2,000
-----------------------------	----------------	------------	-------

TOTAL ASSETS

	<u>\$2,000</u>	<u>\$0</u>	<u>\$2,000</u>
--	----------------	------------	----------------

LIABILITIES & STOCKHOLDER'S EQUITY

Current Liabilities

Accounts payable			-
------------------	--	--	---

Other accrued liabilities			
---------------------------	--	--	--

Total Current Liabilities	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>
----------------------------------	------------	------------	------------

STOCKHOLDERS EQUITY

Preferred stock: \$0.001 par value, 5,000,000 shares
authorized: no shares issued and outstanding

Common stock: \$0.001 par value, 70,000,000 shares authorized; 2,000,000 shares issued and outstanding	2,000		2,000 -
---	-------	--	------------

Additional paid-in capital	3,000		3,000
----------------------------	-------	--	-------

Accumulated deficit:	(3,000)		
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TOTAL STOCKHOLDERS EQUITY	<u>2,000</u>	<u>-</u>	5,000
----------------------------------	--------------	----------	-------

TOTAL LIABILITIES & STOCKHOLDER'S EQUITY

\$2,000

\$0

\$5,000

Difference

-

MARVIN'S PLACE, INC.

(A DEVELOPMENT STAGE COMPANY)

BALANCE SHEET

As of 4/30/2007

Increase

ASSETS

Decrease

Current Assets

& #160;

Cash

\$2,000

\$2,000

Total Current Assets

\$2,000

\$0

2,000

TOTAL ASSETS

\$2,000

\$0

\$2,000

LIABILITIES & STOCKHOLDER'S EQUITY

Current Liabilities

Accounts payable

-

Other accrued liabilities

Total Current Liabilities

\$0

\$0

\$0

STOCKHOLDERS EQUITY

& #160;

Preferred stock: \$0.001 par value, 5,000,000 shares

authorized: no shares issued and outstanding

Common stock: \$0.001 par value, 70,000,000 shares

2,000

2,000

authorized; 2,000,000 shares issued and outstanding

-

Additional paid-in capital

3,000

3,000

Accumulated deficit:

(3,000)

TOTAL STOCKHOLDERS EQUITY

2,000

-

5,000

TOTAL LIABILITIES & STOCKHOLDER'S EQUITY

\$2,000

				\$0
				\$5,000
Difference	-			

MARVIN'S PLACE, INC.
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEET
As of 4/30/2007

				Increase Decrease
ASSETS				
Current Assets				
Cash		\$2,000		\$2,000
Total Current Assets		<u>\$2,000</u>	<u>\$0</u>	2,000
TOTAL ASSETS				
		<u>\$2,000</u>	<u>\$0</u>	<u>\$2,000</u>
LIABILITIES & STOCKHOLDER'S EQUITY				
Current Liabilities				
Accounts payable				-
Other accrued liabilities				
Total Current Liabilities		<u>\$0</u>	<u>\$0</u>	<u>\$0</u>
STOCKHOLDERS EQUITY				
Preferred stock: \$0.001 par value, 5,000,000 shares authorized: no shares issued and outstanding				
Common stock: \$0.001 par value, 70,000,000 shares authorized; 2,000,000 shares issued and outstanding		2,000		2,000
Additional paid-in capital		3,000		3,000
Accumulated deficit:		(3,000)		
TOTAL STOCKHOLDERS EQUITY		<u>2,000</u>	<u>-</u>	5,000
TOTAL LIABILITIES & STOCKHOLDER'S EQUITY		<u>\$2,000</u>	<u>\$0</u>	\$5,000

Difference

MARVIN'S PLACE, INC.
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEET
As of 4/30/2007

				Increase Decrease
ASSETS				
Current Assets				
Cash	\$2,000			\$2,000
Total Current Assets	<u>\$2,000</u>	<u>\$0</u>		2,000
TOTAL ASSETS				
	<u>\$2,000</u>	<u>\$0</u>		<u>\$2,000</u>
LIABILITIES & STOCKHOLDER'S EQUITY				
Current Liabilities				
Accounts payable				-
Other accrued liabilities				
Total Current Liabilities	<u>\$0</u>	<u>\$0</u>		<u>\$0</u>
STOCKHOLDERS EQUITY				
Preferred stock: \$0.001 par value, 5,000,000 shares authorized: no shares issued and outstanding				
Common stock: \$0.001 par value, 70,000,000 shares authorized; 2,000,000 shares issued and outstanding	2,000			2,000
Additional paid-in capital	3,000			3,000

Accumulated deficit:	(3,000)		
TOTAL STOCKHOLDERS EQUITY	<u>2,000</u>	<u>-</u>	5,000
TOTAL LIABILITIES & STOCKHOLDER'S EQUITY	<u><u>\$2,000</u></u>	<u><u>\$0</u></u>	\$5,000
Difference	-		

MARVIN'S PLACE, INC.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS

	Period Ended April 30, 2007	Inception 11-Apr-07 through 30-Apr-07
REVENUES:		\$-
EXPENSES:		
General & Administrative	(3,000)	(3,000)
TOTAL EXPENSES	(\$3,000)	(\$3,000)
Income (Loss) before income taxes	(3,000)	(3,000)
Provision for income taxes	-	-
NET INCOME (LOSS)	(\$3,000)	(\$3,000)
Basic and diluted loss per share	(\$0.00)	
Weighted average common shares outstanding	2,000,000	

MARVIN'S PLACE, INC.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS

	Period Ended April 30, 2007	Inception 11-Apr-07 through 30-Apr-07
REVENUES:		\$-
EXPENSES:		
General & Administrative	(3,000)	(3,000)
TOTAL EXPENSES	(\$3,000)	(\$3,000)
Income (Loss) before income taxes	(3,000)	(3,000)
Provision for income taxes	-	-
NET INCOME (LOSS)	(\$3,000)	(\$3,000)
Basic and diluted loss per share	(\$0.00)	
Weighted average common shares outstanding	2,000,000	

MARVIN'S PLACE, INC.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS

Inception
Period Ended
11-Apr-07

April 30,
through
2007
30-Apr-07

REVENUES:

\$-

EXPENSES:

General & Administrative

(3,000)

(3,000)

TOTAL EXPENSES

(\$3,000)

(\$3,000)

Income (Loss) before income taxes
(3,000)

(3,000)

Provision for income taxes

-

-

NET INCOME (LOSS)

(\$3,000)

(\$3,000)

Basic and diluted loss per share

(\$0.00)

Weighted average common

shares outstanding

2,000,000

MARVIN'S PLACE, INC.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS

	Period Ended April 30, 2007	Inception 11-Apr-07 through 30-Apr-07
REVENUES:		\$-
EXPENSES:		
General & Administrative	(3,000)	(3,000)
TOTAL EXPENSES	(\$3,000)	(\$3,000)
Income (Loss) before income taxes	(3,000)	(3,000)
Provision for income taxes	-	-
NET INCOME (LOSS)	(\$3,000)	(\$3,000)
Basic and diluted loss per share	(\$0.00)	

Weighted average common shares outstanding	2,000,000
--	-----------

MARVIN'S PLACE, INC.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS

	Period Ended April 30, 2007	Inception 11-Apr-07 through 30-Apr-07
REVENUES:		\$-
EXPENSES:		
General & Administrative	(3,000)	(3,000)
TOTAL EXPENSES	(\$3,000)	(\$3,000)
Income (Loss) before income taxes	(3,000)	(3,000)
Provision for income taxes	-	-
NET INCOME (LOSS)	(\$3,000)	(\$3,000)
Basic and diluted loss per share	(\$0.00)	
Weighted average common shares outstanding	2,000,000	

MARVIN'S PLACE, INC.
(A development Stage Company)
Statements of Stockholder's Equity
April 30, 2007

	<u>Common Stock</u>		<u>Additional</u>	<u>Accumulated</u>	
	<u>Shares</u>	<u>Par Value</u>	<u>Paid-In</u>	<u>Deficit</u>	<u>Total</u>
BALANCE April 11, 2007	\$ -	\$0	\$ -	\$ -	\$0
Sale of common stock	2,000,000	2,000	3,000	-	5,000
Net (loss) for the Period ended April 30, 2007	-	-	-	(3,000)	(3,000)
BALANCE April 30, 2007	2,000,000	\$2,000	\$3,000	(\$3,000)	\$2,000

MARVIN'S PLACE, INC.
(A development Stage Company)
Statements of Stockholder's Equity
April 30, 2007

	<u>Common Stock</u>		<u>Additional</u>	<u>Accumulated</u>	
	<u>Shares</u>	<u>Par Value</u>	<u>Paid-In</u>	<u>Deficit</u>	<u>Total</u>
BALANCE April 11, 2007	\$ -	\$0	\$ -	\$ -	\$0
Sale of common stock	2,000,000	2,000	3,000	-	5,000
Net (loss) for the Period ended April 30, 2007	-	-	-	(3,000)	(3,000)
BALANCE April 30, 2007	2,000,000	\$2,000	\$3,000	(\$3,000)	\$2,000

MARVIN'S PLACE, INC.
(A development Stage Company)
Statements of Stockholder's Equity
April 30, 2007

Additional
Common Stock
Paid-In
Accumulated
Shares
Par Value
Capital
Deficit
Total

&# 160;

BALANCE
April 11, 2007

\$ -					\$0
\$ -					
\$ -					\$0
Sale of common stock	2,000,000	2,000	3,000	-	
				(3,000)	

5,000
Net (loss) for the Period
ended April 30, 2007

-

-

-

(3,000)

(3,000)

BALANCE
April 30, 2007

2,000,000

\$2,000

\$3,000

(\$3,000)

\$2,000

MARVIN'S PLACE, INC.
(A development Stage Company)
Statements of Stockholder's Equity
April 30, 2007

	Common Stock		Additional	Accumulated	
	Shares	Par Value	Paid-In	Deficit	Total
			Capital		
BALANCE April 11, 2007	\$ -	\$0	\$ -	\$ -	\$0
Sale of common stock	2,000,000	2,000	3,000	-	5,000
Net (loss) for the Period	-	-	-	(3,000)	(3,000)
ended April 30, 2007					
BALANCE April 30, 2007	2,000,000	\$2,000	\$3,000	(\$3,000)	\$2,000

MARVIN'S PLACE, INC.
(A development Stage Company)
Statements of Stockholder's Equity
April 30, 2007

	Common Stock		Additional	Accumulated	
	Shares	Par Value	Paid-In	Deficit	Total
			Capital		
BALANCE April 11, 2007	\$ -	\$0	\$ -	\$ -	\$0
Sale of common stock	2,000,000	2,000	3,000	-	5,000
Net (loss) for the Period	-	-	-	(3,000)	(3,000)
ended April 30, 2007					
BALANCE April 30, 2007	2,000,000	\$2,000	\$3,000	(\$3,000)	\$2,000

MARVIN'S PLACE, INC.
(A DEVELOPMENT STAGE COMPANY)
CASH FLOW STATEMENT

	Period Ended April 30, 2007	Inception 11-Apr-07 through 30-Apr-07
Cash flows from operating activities:		
Net loss	(\$3,000)	(\$3,000)
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in current assets and liabilities:		
Receivables		-
Payables	-	-
Other		-
Net cash (used in) operating activities	(3,000)	(3,000)
Cash flows from investing activities:		
Net cash provided by investing activities	-	-
Cash flows from financing activities:		
Sale of common stock	2,000	2,000
Additional Paid In Capital	3,000	3,000
Net cash provided by financing activities	5,000	5,000
Net increase (decrease) in cash and equivalents	2,000	2,000
Cash and equivalents at beginning of period	-	
Cash and equivalents at end of period	\$2,000	\$2,000

MARVIN'S PLACE, INC.
(A DEVELOPMENT STAGE COMPANY)
CASH FLOW STATEMENT

Period Ended April 30, 2007	Inception 11-Apr-07 through 30-Apr-07
--	--

Cash flows from operating activities:		
Net loss	(3,000)	(3,000)
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in current assets and liabilities:		
Receivables	-	-
Payables	-	-
Other	-	-
Net cash (used in) operating activities	(3,000)	(3,000)
Cash flows from investing activities:		
Net cash provided by investing activities	-	-
Cash flows from financing activities:		
Sale of common stock	2,000	2,000
Additional Paid In Capital	3,000	3,000
Net cash provided by financing activities	5,000	5,000
Net increase (decrease) in cash and equivalents	2,000	2,000
Cash and equivalents at beginning of period	-	-
Cash and equivalents at end of period	\$2,000	\$2,000

MARVIN'S PLACE, INC.
(A DEVELOPMENT STAGE COMPANY)
CASH FLOW STATEMENT

Inception

Period Ended

11-Apr-07

April 30,

through

2007

30-Apr-07

Cash flows from operating activities:		
Net loss		(3,000)
		(3,000)
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in current assets and liabilities:		
Receivables	-	
	-	
Payables	-	
	-	
Other	-	
	-	
Net cash (used in) operating activities	(3,000)	
	(3,000)	
Cash flows from investing activities:		
Net cash provided by investing activities	-	

Cash flows from financing activities:

Sale of common stock
2,000

2,000

Additional Paid In Capital
3,000

3,000

Net cash provided by financing activities
5,000

5,000

Net increase (decrease) in cash and equivalents
2,000

2,000

Cash and equivalents at beginning of period

-

< font style="DISPLAY: inline; FONT-SIZE: 10pt; FONT-FAMILY: Times New Roman;">

Cash and equivalents at end of period

\$2,000

\$2,000

MARVIN'S PLACE, INC.
(A DEVELOPMENT STAGE COMPANY)
CASH FLOW STATEMENT

	Period Ended April 30, 2007	Inception 11-Apr-07 through 30-Apr-07
Cash flows from operating activities:		
Net loss	(\$3,000)	(\$3,000)
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in current assets and liabilities:		
Receivables		-
Payables	-	-
Other		-
Net cash (used in) operating activities	(3,000)	(3,000)
Cash flows from investing activities:		
Net cash provided by investing activities	-	-
Cash flows from financing activities:		
Sale of common stock	2,000	2,000
Additional Paid In Capital	3,000	3,000
Net cash provided by financing activities	5,000	5,000

Net increase (decrease) in cash and equivalents	2,000	2,000
Cash and equivalents at beginning of period	-	
Cash and equivalents at end of period	\$2,000	\$2,000

MARVIN'S PLACE, INC.
(A DEVELOPMENT STAGE COMPANY)
CASH FLOW STATEMENT

	Period Ended April 30, 2007	Inception 11-Apr-07 through 30-Apr-07
Cash flows from operating activities:		
Net loss	(\$3,000)	(\$3,000)
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in current assets and liabilities:		
Receivables		-
Payables	-	-
Other		-
Net cash (used in) operating activities	<u>(3,000)</u>	<u>(3,000)</u>
Cash flows from investing activities:		
Net cash provided by investing activities	<u>-</u>	<u>-</u>
Cash flows from financing activities:		
Sale of common stock	2,000	2,000
Additional Paid In Capital	3,000	3,000
Net cash provided by financing activities	<u>5,000</u>	<u>5,000</u>
Net increase (decrease) in cash and equivalents	2,000	2,000
Cash and equivalents at beginning of period	-	
Cash and equivalents at end of period	<u><u>\$2,000</u></u>	<u><u>\$2,000</u></u>

(A development State Company)
NOTES TO FINANCIAL STATEMENTS
APRIL 30, 2007

Note 1 – Nature of Organization

a. Organization & Business Activities

The Company was incorporated under the laws of the State of Nevada on April 11, 2007 to provide massage and aromatic therapy. The Company has not realized significant revenues to date and therefore is classified as a development state company.

b. Depreciation

The cost of property and equipment will be depreciated over the estimated useful life of 4 to 7 years. Depreciated is computed using the straight-line method when assets are placed in service.

c. Accounting Method

The Company's financial statements are prepared using the accrual method of accounting. The Company has elected December 31st year-end.

d. Cash & Cash Equivalents

For the purpose of the statements of cash flows, the Company considers all highly liquid investments purchased with a maturity of three months or less to be a cash equivalent.

e. Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statement and the reported amounts of revenues & expenses during the reporting period.

f. Revenue Recognition

The Company recognizes revenue when products are fully delivered or services have been provided, and collection is reasonably assured.

g. Organization Costs

The Company has expensed the costs of its incorporation.

h. Advertising

The Company follows the policy of charging the costs of advertising to expense as incurred.

i. Concentrations of Risk

The Company's bank accounts are deposited in insured institutions. The funds are insured up to \$100,000. At April 30, 2007, the Company's bank deposits did not exceed the insured amounts.

j. Basic Loss Per Share

The computation of the basic loss per share of common stock is based on the weighted average number of shares outstanding during the period.

From inception on April 11, 2007
Through April 30, 2007 .

Loss (Numerator)	\$ 3,000 .
Shares (Denominator)	2,000,000 .
Per share amount	\$ 00.00 .

k. Income Taxes

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets, and liabilities, and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of the management, it is more likely than not that some portion, or all of the deferred tax assets will be realized. Deferred tax assets, and liabilities are adjusted for the effects of changes in tax laws and rates.

Net deferred tax assets consist of the following components as of April 30, 2007:

	; 2007 .
Deferred tax assets	
NOL Carryover	\$450.00
Deferred tax liabilities	-0-
Valuation allowance	(450.00)
Net deferred tax assets	-0- .

The income tax provision differs from the amount of income tax determined by applying the U.S. federal, and state income tax rates of 15% to pretax income from continuing operations for the period ended April 30, 2007.

At April 30, 2007, the Company had net operating loss carry forwards of approximately \$3,000.00. That may be offset against future taxable income through 2027. No tax benefit has been reported in the April 30, 2007 financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating carry forwards for Federal Income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carry forwards may be limited as to use in future years.

Note 2 – Going Concern

The Company's financial statements are prepared using generally accepted accounting principles applicable to a going concern which contemplates the realization of assets, and liquidation of liabilities in the normal course of business. The Company has had no income, and generated significant losses from 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.

Note 3 – Stock Offering

The Company concluded an initial public offering in the near future.

Note 4 – New Accounting Pronouncements

During the period ending April 30, 2007, the Company adopted the following accounting pronouncements which had no impact on the financial statements or results of operations:

SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities & Equity.

SFAS No. 151, Inventory Costs

SFAS No. 152, Accounting for Real Estate

SFAS No. 153, Exchange of Non-monetary Assets
SFAS No. 154, Accounting Changes and Error Correction
SFAS No. 123(R), Share Based Payments

In addition, during the period ending April 30, 2007, FASB Interpretations No. 45 and No. 46, along with various Emerging Issues Task Force Consensuses (EITF) were issued, and adopted by the Company, and had no impact on its financial statements. These newly issued accounting pronouncements had no effect on the Company's current financial statements, and did not impact the Company.

OFFICES OF

ARSHAD M. FAROOQ, JD, CPA

201 N. Palomares St.
Pomona, CA 91767

(909) 238-5361
(909) 972-1672 Fax
amfarooq@gmail.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

I consent to the use, in registration statement on Form SB-2 of Marvin's Place, Inc., of my report dated May 21st 2007 on my audit of the financial statements of Marvin's Place, Inc., as of April 30, 2007, and the related statements of operations, stockholders' equity, and cash flows for the year then ended, and the reference to me under the caption "Experts".

[Missing Graphic Reference]

Arshad M. Farooq

Pomona, CA

May 22nd., 2007

PART II: INFORMATION NOT REQUIRED IN PROSPECTUS

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Marvin's Place, Inc.'s Articles of Incorporation and Bylaws provide for the indemnification of a present or former director or officer. Marvin's indemnifies any director, officer, employee or agent who is successful on the merits or otherwise in defense on any action or suit. Such indemnification shall include, but not necessarily be limited to, expenses, including attorney's fees actually or reasonably incurred by him. Nevada law also provides for discretionary indemnification for each person who serves as or at our request as an officer or director. We may indemnify such individual against all costs, expenses and liabilities incurred in a threatened, pending or completed action, suit or proceeding brought because such individual is a director or officer. Such individual must have conducted himself in good faith and reasonably believed that his conduct was in, or not opposed to, our best interests. In a criminal action, he must not have had a reasonable cause to believe his conduct was unlawful.

NEVADA LAW

Pursuant to the provisions of Nevada Revised Statutes 78.751, AC shall indemnify any director, officer and employee as follows: Every director, officer, or employee of Marvin's Place, Inc. shall be indemnified by us against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be made a party, or in which he/she may become involved, by reason of being or having been a director, officer, employee or agent of Marvin's Place, Inc. or is or was serving at the request of Marvin's Place, Inc. as a director, officer, employee or agent of Marvin's Place, Inc., partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he/she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee or agent is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of Marvin's Place, Inc.. Marvin's Place, Inc. shall provide to any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of Marvin's Place, Inc. as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of a suit, litigation or other proceedings which is specifically permissible under applicable law.

OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

The following table sets forth the costs and expenses payable by us in connection with the sale of the common stock being registered. We have agreed to pay all costs and expenses in connection with this offering of common stock. The estimated expenses of issuance and distribution, assuming the maximum proceeds are raised, are set forth below.

Legal and Professional Fees	\$	2,000
Accounting Fees	\$	2,000
Transfer agent fees	\$	2,000
Total	\$	<u>6,000</u>

Legal and Professional Fees	\$	2,000
Accounting Fees	\$	2,000
Transfer agent fees	\$	2,000
Total	\$	<u>6,000</u>

Legal and Professional Fees	\$	2,000
Accounting Fees	\$	2,000
Transfer agent fees	\$	2,000
Total	\$	6,000

Legal and Professional Fees	\$	2,000
Accounting Fees	\$	2,000
Transfer agent fees	\$	2,000
Total	\$	<u>6,000</u>

Legal and Professional Fees	\$	2,000
Accounting Fees	\$	2,000
Transfer agent fees	\$	2,000
Total	\$	<u>6,000</u>

RECENT SALES OF UNREGISTERED SECURITIES

During the past three years, Marvin's Place, Inc. issued the following unregistered securities in private transactions without registering the securities under the Securities Act:

1. On April 11, 2007, Chong Kim, our sole officer and director, paid for expenses involved with the incorporation of the Company with personal funds on behalf of the Company in the amount of \$5,000, in exchange for 2,000,000 shares of common stock of the Company, par value \$0.001 per share.

At the time of the issuance, Mr. Kim was in possession of all available material information about us, as he is the sole AC officer and director. On the basis of these facts, Marvin's Place, Inc. claims that the issuance of stock to its founding shareholder qualifies for the exemption from registration contained in Section 4(2) of the Securities Act of 1933. Marvins believes that the exemption from registration for these sales under Section 4(2) was available because:

- Mr. Kim is an executive officer of Marvins and thus had fair access to all material information about Marvins before investing;
 - There was no general advertising or solicitation; and
 - The shares bear a restrictive transfer legend.
-

All shares issued to Mr. Kim were at a par price per share of \$0.001. The price of the common shares issued to Mr. Kim were arbitrarily determined and bore no relationship to any objective criterion of value. At the time of issuance, Marvins was recently formed or in the process of being formed and possessed no assets.

INDEX OF EXHIBITS

Exhibit No.	Name/Identification of Exhibit
3	Articles of Incorporation & Bylaws <ul style="list-style-type: none">a) Articles of Incorporation filed on April 11, 2007b) Bylaws adopted on April 11, 2007
5	Opinion on Legality <ul style="list-style-type: none">a) Opinion of Randall Henderson, Esq.
23	Consent of Experts <ul style="list-style-type: none">a) Consent of Randall Henderson, Esq.b) Consent of accountant
99	Additional Exhibits <ul style="list-style-type: none">a) Escrow Agreementb) Subscription Agreement

UNDERTAKINGS

In this Registration Statement, we are including undertakings required pursuant to Rule 415 of the Securities Act and Rule 430A under the Securities Act.

Under Rule 415 of the Securities Act, we are registering securities for an offering to be made on a continuous or delayed basis in the future. The registration statement pertains only to securities (a) the offering of which will be commenced promptly, will be made on a continuous basis and may continue for a period in excess of 30 days from the date of initial effectiveness and (b) are registered in an amount which, at the time the registration statement becomes effective, is reasonably expected to be offered and sold within two years from the initial effective date of the registration.

Based on the above-referenced facts and in compliance with the above-referenced rules, we are including the following undertakings in this Registration Statement:

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period, in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933, as amended;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in the volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of the Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

(1) That, for the purpose of determining any liability under the Securities Act of 1933, as amended, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(2) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described in Item 14 above, or otherwise, the Registrant has been

advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form SB-2 and authorized this Registration Statement to be signed on its behalf by the undersigned, in the City of Chino Hills, State of California on June 28, 2007.

	Marvin's Place, Inc. (Registrant)
	By: /s/ Chong Kim Chong Kim President
	Marvin's Place, Inc. (Registrant)
	By: /s/ Chong Kim Chong Kim President
	Marvin's Place, Inc. (Registrant)
	By: /s/ Chong Kim Chong Kim President
	Marvin's Place, Inc. (Registrant)
	By: /s/ Chong Kim Chong Kim President
	Marvin's Place, Inc. (Registrant)
	By: /s/ Chong Kim Chong Kim President

In accordance with the requirements of the Securities Act of 1933, this Registration Statement was signed by the following persons in the capacities and on the dates stated:

Signature	Title	Date
/s/ Chong Kim Chong Kim	President, CEO and Sole Director	June 28, 2007
/s/ Chong Kim Chong Kim	Chief Financial Officer	June 28, 2007
/s/ Chong Kim Chong Kim	Chief Accounting Officer	June 28, 2007
Signature	Title	Date
/s/ Chong Kim Chong Kim	President, CEO and Sole Director	June 28, 2007
/s/ Chong Kim Chong Kim	Chief Financial Officer	June 28, 2007

/s/ Chong Kim
Chong Kim

Chief Accounting Officer

June 28, 2007

Signature
Title
Date

/s/ Chong Kim
President, CEO and Sole Director
June 28, 2007
Chong Kim

/s/ Chong Kim
Chief Financial Officer
June 28, 2007
Chong Kim

/s/ Chong Kim
Chief Accounting Officer
June 28, 2007
Chong Kim

Signature			Title	Date
/s/ Chong Kim Chong Kim			President, CEO and Sole Director	June 28, 2007
/s/ Chong Kim Chong Kim			Chief Financial Officer	June 28, 2007
/s/ Chong Kim Chong Kim			Chief Accounting Officer	June 28, 2007
Signature		Title		Date

/s/ Chong Kim Chong Kim	President, CEO and Sole Director	June 28, 2007
/s/ Chong Kim Chong Kim	Chief Financial Officer	June 28, 2007
/s/ Chong Kim Chong Kim	Chief Accounting Officer	June 28, 2007

Dealer Prospectus Delivery Obligation

Prior to the expiration of 90 days after the effective date of this registration statement or prior to the expiration of 90 days after the first date upon which the security was bona fide offered to the public after such effective date, whichever is later, all dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

ARTICLES OF INCORPORATION
OF
MARVIN'S PLACE, INC.

1. Name of Company:

MARVIN'S PLACE, INC.

2. Resident Agent:

The resident agent of the Company is: Melissa Schessler
6021 Hunter Jumper St.
North Las Vegas, Nevada 89081

3. Board of Directors:

The Company shall initially have one director (1) who shall be Melissa Schessler whose address is: 6021 Hunter Jumper St., North Las Vegas, Nevada 89081. This individual shall serve as director until a successor or successors have been elected and qualified. The number of directors may be increased or decreased by a duly adopted amendment to the By-Laws of the Corporation.

4. Authorized Shares:

The aggregate number of shares which the corporation shall have authority to issue shall consist of 70,000,000 shares of Common Stock having a \$0.001 par value, and 5,000,000 shares of Preferred Stock having a \$0.001 par value. The Common and/or Preferred Stock of the Company may be issued from time to time without prior approval by the stockholders. The Common and/or Preferred Stock may be issued for such consideration as may be fixed from time to time by the Board of Directors. The Board of Directors may issue such shares of Common and/or Preferred Stock in one or more series, with such voting powers, designations, preferences and rights or qualifications, limitations or restrictions thereof as shall be stated in the resolution or resolutions.

5. Preemptive Rights and Assessment of Shares:

Holders of Common or Preferred Stock of the corporation shall not have any preference, preemptive right or right of subscription to acquire shares of the corporation authorized, issued, or sold, or to be authorized, issued or sold, or to any obligations or shares authorized or issued or to be authorized or issued, and convertible into shares of the corporation, nor to any right of subscription thereto, other than to the extent, if any, the Board of Directors in its sole discretion, may determine from time to time.

The Common Stock of the Corporation, after the amount of the subscription price has been fully paid in, in money, property or services, as the directors shall determine, shall not be subject to assessment to pay the debts of the corporation, nor for any other purpose, and no Common Stock issued as fully paid shall ever be assessable or assessed, and the Articles of Incorporation shall not be amended to provide for such assessment.

Marvin's Place, Inc.: Incorporation Continued

6. Directors' and Officers' Liability

A director or officer of the corporation shall not be personally liable to this corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, but this Article shall not eliminate or limit the liability of a director or officer for (i) acts or omissions which involve intentional misconduct, fraud or a knowing violation of the law or (ii) the unlawful payment of dividends. Any repeal or modification of this Article by stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the corporation for acts or omissions prior to such repeal or modification.

7. Indemnity

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any such action, suit or proceeding, whether civil, criminal, administrative or investigative, by the reason of the fact that he or she, or a person with whom he or she is a legal representative, is or was a director of the corporation, or who is serving at the request of the corporation as a director or officer of another corporation, or is a representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines, and amounts paid or to be paid in a settlement) reasonably incurred or suffered by him or her in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. The expenses of officers and directors incurred in defending a civil suit or proceeding must be paid by the corporation as incurred and in advance of the final disposition of the action, suit, or proceeding, under receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the corporation. Such right of indemnification shall not be exclusive of any other right of such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provision of law, or otherwise, as well as their rights under this article.

Without limiting the application of the foregoing, the Board of Directors may adopt By-Laws from time to time without respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Nevada, and may cause the corporation to purchase or maintain insurance on behalf of any person who is or was a director or officer

8. Amendments

Subject at all times to the express provisions of Section 5 on the Assessment of Shares, this corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or its By-Laws, in the manner now or hereafter prescribed by statute or the Articles of Incorporation or said By-Laws, and all rights conferred upon shareholders are granted subject to this reservation.

9. Power of Directors

In furtherance, and not in limitation of those powers conferred by statute, the Board of Directors is expressly authorized:

- (a) Subject to the By-Laws, if any, adopted by the shareholders, to make, alter or repeal the By-Laws of the corporation;

Marvin's Place, Inc.: Incorporation Continued

(b) To authorize and caused to be executed mortgages and liens, with or without limitations as to amount, upon the real and personal property of the corporation;

(c) To authorize the guaranty by the corporation of the securities, evidences of indebtedness and obligations of other persons, corporations or business entities;

(d) To set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve;

(e) By resolution adopted by the majority of the whole board, to designate one or more committees to consist of one or more directors of the of the corporation, which, to the extent provided on the resolution or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have name and names as may be stated in the By-Laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

All the corporate powers of the corporation shall be exercised by the Board of Directors except as otherwise herein or in the By-Laws or by law.

IN WITNESS WHEREOF, I hereunder set my hand on April 3, 2007, hereby declaring and certifying that the facts stated hereinabove are true.

Signature of Incorporator

Name: Chong Kim
Address: 13245 Sunnyslope Dr.
Chino Hills, CA 91709

Signature: /s/ Chong Kim

Certificate of Acceptance of Appointment as Resident Agent: I, Melissa Schessler, do hereby state that on April 9, 2007 I accepted the appointment as resident agent for the above- named business entity (MARVIN'S PLACE, INC.).

Signature: /s/ Melissa Schessler
Melissa Schessler as Resident Agent

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By-Laws

of

MARVIN'S PLACE, INC.

ARTICLE I

STOCKHOLDERS

Section 1.01 Annual Meeting. The annual meeting of the stockholders of the corporation shall be held on such date and at such time as designated from time to time for the purpose of electing directors of the corporation and to transact all business as may properly come before the meeting. If the election of the directors is not held on the day designated herein for any annual meeting of the stockholders, or at any adjournment thereof, the president shall cause the election to be held at a special meeting of the stockholders as soon thereafter as is convenient.

Section 1.02 Special Meeting. Special meetings of the stockholders may be called by the president or the Board of Directors and shall be called by the president at the written request of the holders of not less than 50% of the issued and outstanding voting shares of the capital stock of the corporation. All business lawfully to be transacted by the stockholders may be transacted at any special meeting or at any adjournment thereof. However, no business shall be acted upon at a special meeting except that referred to in the notice calling the meeting, unless all of the outstanding capital stock of the corporation is represented either in person or in proxy. Where all of the capital stock is represented, any lawful business may be transacted and the meeting shall be valid for all purposes.

Section 1.03 Place of Meetings. Any meeting of the stockholders of the corporation may be held at its principal office in the State of Nevada or at such other place in or out of the United States as the Board of Directors may designate. A waiver of notice signed by the Stockholders entitled to vote may designate any place for the holding of the meeting.

Section 1.04 Notices of Meetings.

(a) The secretary shall sign and deliver to all stockholders of record written or printed notice of any meeting at least ten (10) days, but not more than sixty (60) days, before the date of such meeting; which notice shall state the place, date, and time of the meeting, the general nature of the business to be transacted, and, in the case of any meeting at which directors are to be elected, the names of the nominees, if any, to be presented for election.

(b) In the case of any meeting, any proper business may be presented for action, except the following items shall be valid only if the general nature of the proposal is stated in the notice or written waiver of notice:

(1) Action with respect to any contract or transaction between the corporation and one or more of its directors or officers or another firm, association, or corporation in which one of its directors or officers has a material financial interest;

(2) Adoption of amendments to the Articles of Incorporation;

(3) Action with respect to the merger, consolidation, reorganization, partial or complete liquidation, or dissolution of the corporation.

(c) The notice shall be personally delivered or mailed by first class mail to each stockholder of record at the last known address thereof, as the same appears on the books of the corporation, and giving of such notice shall be deemed delivered the date the same is deposited in the United States mail, postage prepaid. If the address of any stockholders does not appear upon the books of the corporation, it will be sufficient to address such notice to such stockholder at the principal office of the corporation.

(d) The written certificate of the person calling any meeting, duly sworn, setting forth the substance of the notice, the time and place the notice was mailed or personally delivered to the stockholders, and the addresses to which the notice was mailed shall be prima facie evidence of the

manner and the fact of giving such notice.

Section 1.05 Waiver of Notice. If all of the stockholders of the corporation waive notice of a meeting, no notice shall be required, and, whenever all stockholders shall meet in person or by proxy, such meeting shall be valid for all purposes without call or notice, and at such meeting any corporate action may be taken.

Section 1.06 Determination of Stockholders of Record.

(a) The Board of Directors may at any time fix a future date as a record date for the determination of the stockholders entitled to notice of any meeting or to vote or entitled to receive payment of any dividend or other distribution or allotment of any rights or entitled to exercise any rights in respect of any other lawful action. The record date so fixed shall not be more than sixty (60) days nor less than ten (10) days prior to the date of such meeting nor more than sixty (60) days nor less than ten (10) days prior to any other action. When a record date is so fixed, only stockholders of record on that date are entitled to notice of and to vote at the meeting or to receive the dividend, distribution or allotment of rights, or to exercise their rights, as the case may be, notwithstanding any transfer of any shares on the books of the corporation after the record date.

(b) If no record date is fixed by the Board of Directors, then (i) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived at the close of business on the next day preceding the day on which the meeting is held; (ii) the record date for action in writing without a meeting, when no prior action by the Board of Directors is necessary, shall be the day on which the written consent is given; and (iii) the record date for determining stockholders for any other purpose shall be at the close of business on the day in which the Board of Directors adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later.

Section 1.07 Voting.

(a) Each stockholder of record, or such stockholder's duly authorized proxy or attorney-in-fact shall be entitled to one (1) vote for each share of voting stock standing registered in such stockholder's name on the books of the corporation on the record date.

(b) Except as otherwise provided herein, all votes with respect to shares standing in the name of an individual on that record date (including pledged shares) shall be cast only by that individual or that individual's duly authorized proxy or attorney-in-fact. With respect to shares held by a representative of the estate of a deceased stockholder, guardian, conservator, custodian or trustee, votes may be cast by such holder upon proof of capacity, even though the shares do not stand in the name of such holder. In the case of shares under the control of a receiver, the receiver may cast in the name of the receiver provided that the order of the

court of competent jurisdiction which appoints the receiver contains the authority to cast votes carried by such shares. If shares stand in the name of a minor, votes may be cast only by the duly appointed guardian of the estate of such minor if such guardian has provided the corporation with written notice and proof of such appointment.

(c) With respect to shares standing in the name of a corporation on the record date, votes may be cast by such officer or agent as the bylaws of such corporation prescribe or, in the absence of an applicable bylaw provision, by such person as may be appointed by resolution of the Board of Directors of such corporation. In the event that no person is appointed, such votes of the corporation may be cast by any person (including the officer making the authorization) authorized to do so by the Chairman of the Board of Directors, President, or any Vice-President of such corporation.

(d) Notwithstanding anything to the contrary herein contained, no votes may be cast by shares owned by this corporation or its subsidiaries, if any. If shares are held by this corporation or its subsidiaries, if any in a fiduciary capacity, no votes shall be cast with respect thereto on any matter except to the extent that the beneficial owner thereof possesses and exercises either a right to vote or to give the corporation holding the same binding instructions on how to vote.

(e) With respect to shares standing in the name of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, voting trustees, persons entitled to vote under a stockholder voting agreement or otherwise and shares held by two or more persons (including proxy holders) having the same fiduciary relationship with respect to the same shares, votes may be cast in the following manner:

(1) If only one person votes, the vote of such person binds all.

(2) If more than one person votes, the act of the majority so voting binds all.

(3) If more than one person votes, but the vote is evenly split on a particular matter, the votes shall be deemed cast proportionately, as split.

(f) Any holder of shares entitled to vote on any matter may cast a portion of the votes in favor of such matter and refrain from casting the remaining votes or cast the same against the proposal, except in the case in the election of directors. If such holder entitled to vote fails to specify the number of affirmative votes, it will be conclusively presumed that the holder is casting affirmative votes with respect to all shares held.

(g) If a quorum is present, the affirmative vote of the holders of a majority of the voting shares represented at the meeting and entitled to vote on the matter shall be the act of the stockholders, unless a vote of greater number by classes is required by the laws of the State of Nevada, the Articles of Incorporation or these Bylaws.

Section 1.08 Quorum; Adjourned Meetings.

(a) At any meeting of the stockholders, a majority of the issued and outstanding voting shares of the corporation represented in person or by proxy, shall constitute a quorum.

(b) If less than a majority of the issued and outstanding voting shares are represented, a majority of shares so represented may adjourn from time to time at the meeting, until holders of the amount of stock required to constitute a quorum shall be in attendance. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted as originally called. When a stockholder's meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced to the meeting to which the adjournment is taken, unless the

adjournment is for more than ten (10) days in which event notice thereof shall be given.

Section 1.09 Proxies. At any meeting of stockholders, any holder of shares entitled to vote may authorize another person or persons to vote by proxy with respect to the shares held by an instrument in writing and subscribed to by the holder of such shares entitled to vote. No proxy shall be valid after the expiration of six (6) months from or unless otherwise specified in the proxy. In no event shall the term of a proxy exceed seven (7) years from the date of its execution. Every proxy shall continue in full force and effect until expiration or revocation. Revocation may be effected by filing an instrument revoking the same or a duly executed proxy bearing a later date with the secretary of the corporation.

Section 1.10 Order of Business. At the annual stockholder's meeting, the regular order of business shall be as follows:

1. Determination of stockholders present and existence of quorum;
2. Reading and approval of the minutes of the previous meeting or meetings;
3. Reports of the Board of Directors, the president, treasurer and secretary of the corporation, in the order named;
4. Reports of committees;
5. Election of directors;
6. Unfinished business;
7. New business; and
8. Adjournment.

Section 1.11 Absentees' Consent to Meetings. Transactions of any meetings of the stockholders are valid as though had at a meeting duly held after regular call and notice of a quorum is present, either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy (and those who, although present, either object at the beginning of the meeting to the transaction of any business because the meeting has not been lawfully called or convened or expressly object at the meeting to consideration of matters not included in the notice which are legally required to be included there), signs a written waiver of notice and/or consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records and made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except that when the person objects at the beginning of the meeting is not lawfully called or convened and except that attendance at the meeting is not a waiver of any right to object to consideration of matters not included in the notice is such objection is expressly made at the beginning. Neither the business to be transacted at nor the purpose of any regular or special meeting of stockholders need be specified in any written waive of notice, except as otherwise provided in section 1.04(b) of these bylaws.

Section 1.12 Action Without Meeting. Any action, except the election of directors, which may be taken by the vote of the stockholders at a meeting, may be taken without a meeting if consented to by the holders of a majority of the shares entitled to vote or such greater proportion as may be required by the laws of the State of Nevada, the Articles of Incorporation, or these Bylaws. Whenever action is taken by written consent, a meeting of stockholders need not be called or noticed.

Section 1.13 Telephonic Messages. Meeting of the stockholders may be held through the use of conference telephone or similar communications equipment as long as all members participating in such meeting can hear one another at the time of such meeting. Participation in such meeting constitutes presence in person at such meeting.

ARTICLE II

DIRECTORS

Section 2.01 Number, Tenure, and Qualification. Except as otherwise provided herein, the Board of Directors of the corporation shall consist of at least one (1) and no more than Seven (7) persons, who shall be elected at the annual meeting of the stockholders of the corporation and who shall hold office for one (1) year or until his or her successor or successors are elected and qualify. If, at any time, the number of the stockholders of the corporation is less than one hundred (100), the Board of Directors may consist of one person. A director need not be a stockholder of the corporation.

Section 2.02 Resignation. Any director may resign effective upon giving written notice to the Chairman of the Board of Directors, the president or the secretary of the corporation, unless the notice specified at a later time for effectiveness of such resignation. If the Board of Directors accepts the resignation of a director tendered to take effect at a future date, the Board of Directors or the stockholders may elect a successor to take office when the resignation becomes effective.

Section 2.03 Change in Number. Subject to the limitations of the laws of the State of Nevada, the Articles of Incorporation or Section 2.01 of these Bylaws, the number of directors may be changed from time to time by resolution adopted by the Board of Directors.

Section 2.04 Reduction in Number. No reduction of the number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 2.05 Removal.

(a) The Board of Directors of the corporation, by majority vote, may declare vacant the office of a director who has been declared incompetent by an order of a court of competent jurisdiction or convicted of a felony.

(b) Any director may be removed from office, with or without cause, by the vote or written consent of stockholders representing not less than fifty percent of the issued and outstanding voting capital stock of the corporation.

Section 2.06 Vacancies.

(a) A vacancy in the Board of Directors because of death, resignation, removal, change in the number of directors, or otherwise may be filled by the stockholders at any regular or special meeting or any adjourned meeting thereof (but not by written consent) or the remaining director(s) of the affirmative vote of a majority thereof. Each successor so elected shall hold office until the next annual meeting of stockholders or until a successor shall have been duly elected and qualified.

(b) If, after the filling of any vacancy by the directors, the directors then in office who have been elected by the stockholders shall constitute less than a majority of the directors then in office, any holder or holders of an aggregate of five percent (5%) or more of the total number of shares entitled to vote may call a special meeting of the stockholders to be held to elect the entire Board of Directors. The term of office of any director shall terminate upon the election of a successor.

Section 2.07 Regular Meetings. Immediately following the adjournment of, and at the same place as, the annual meeting of the stockholders, the Board of Directors, including directors newly elected, shall hold its annual meeting without notice other than the provision to elect officers of the corporation and to transact such further business as may be necessary or appropriate. The Board of Directors may provide by resolution the place, date, and hour for holding additional regular meetings.

Section 2.08 Special Meetings. Special meeting of the Board of Directors may be called by the Chairman and shall be called by the Chairman upon request of any two (2) directors or the president of the corporation.

Section 2.09 Place of Meetings. Any meeting of the directors of the corporation may be held at the corporation's principal office in the State of Nevada or at such other place in or out of the United States as the Board of Directors may designate. A waiver of notice signed by the directors may designate any place for holding of such meeting.

Section 2.10 Notice of Meetings. Except as otherwise provided in Section 2.07, the Chairman shall deliver to all directors written or printed notice of any special meeting, at least 48 hours before the time of such meeting, by delivery of such notice personally or mailing such notice first class mail or by telegram. If mailed, the notice shall be deemed delivered two (2) business days following the date the same is deposited in the United States mail, postage prepaid. Any director may waive notice of such a meeting, and the attendance of a director at such a meeting shall constitute a waiver of notice of such meeting, unless such attendance is for the express purpose of objecting to the transaction of business thereat because the meeting is not

properly called or convened.

Section 2.11 Quorum; adjourned Meetings.

(a) A majority of the Board of Directors in office shall constitute a quorum.

(b) At any meeting of the Board of Directors where a quorum is present, a majority of those present may adjourn, from time to time, until a quorum is present, and no notice of such adjournment shall be required. At any adjourned meeting where a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 2.12 Action without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if a written consent thereto is signed by all of the members of the Board of Directors or of such committee. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors or committee. Such action by written consent shall have the same force and effect as the unanimous vote of the Board of Directors or committee.

Section 2.13 Telephonic Meetings. Meetings of the Board of Directors may be held through the use of a conference telephone or similar communications equipment so long as all members participating in such meeting can hear one another at the time of such meeting. Participation in such a meeting constitutes presence in person at such meeting. Each person participating in the meeting shall sign the minutes thereof, which may be in counterparts.

Section 2.14 Board Decisions. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 2.15 Powers and Duties.

(a) Except as otherwise provided in the Articles of Incorporation or the laws of the State of Nevada, the Board of Directors is invested with complete and unrestrained authority to manage the affairs of the corporation, and is authorized to exercise for such purpose as the general agent of the corporation, its entire corporate authority in such a manner as it sees fit. The Board of Directors may delegate any of its authority to manage, control or conduct the current business of the corporation to any standing or special committee or to any officer or agent and to appoint any persons to be agents of the corporation with such powers including the power to sub-delegate, and upon such terms as may be deemed fit.

(b) The Board of Directors shall present to the stockholders at annual meetings of the stockholders, and when called for by a majority vote of the stockholders at a special meeting of the

stockholders, a full and clear statement of the condition of the corporation, and shall, at request, furnish each of the stockholders with a true copy thereof.

(c) The Board of Directors, in its discretion, may submit any contract or act for approval or ratification at any annual meeting of the stockholders or any special meeting properly called for the purpose of considering any such contract or act, provided a quorum is present. The contract or act shall be valid and binding upon the corporation and upon all stockholders thereof, if approved and ratified by the affirmative vote of a majority of the stockholders at such meeting.

(d) The Board of Directors may ratify a "Related Transaction" by a majority vote of the disinterested directors that are voting at any Special or Regularly scheduled board meeting. A Related Transaction is defined as a material agreement, contract, or other transaction between a current officer, director, or shareholder of the Corporation and the Corporation itself. Additionally, under no circumstances may the Related Transaction that is ratified be on less favorable terms to the Company than it would have been negotiated with an unrelated third party.

Section 2.16 Compensation. The directors shall be allowed and paid all necessary expenses incurred in attending any meetings of the Board of Directors, and shall be entitled to receive such compensation for their services as directors as shall be determined from time to time by the Board of Directors or any committee thereof.

Section 2.17 Board of Directors.

(a) At its annual meeting, the Board of Directors shall elect, from among its members, a Chairman to preside at meetings of the Board of Directors. The Board of Directors may also elect such other board officers as it may, from time to time, determine advisable.

(b) Any vacancy in any board office because of death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired portion of the term of such office.

Section 2.18 Order of Business. The order of business at any meeting of the Board of Directors shall be as follows:

1. Determination of members present and existence of quorum;
2. Reading and approval of minutes of any previous meeting or meetings;
3. Reports of officers and committeemen;
4. Election of officers (annual meeting);
5. Unfinished business;
6. New business; and
7. Adjournment.

ARTICLE III

OFFICERS

Section 3.01 Election. The Board of Directors, at its first meeting following the annual meeting of shareholders, shall elect a President, a Secretary and a Treasurer to hold office for a term of one (1) year and until their successors are elected and qualified. Any person may hold two or more offices. The Board of Directors may, from time to time, by resolution, appoint one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers and transfer agents of the corporation, as it may deem advisable; prescribe their duties; and fix their compensation.

Section 3.02 Removal; Resignation. Any officer or agent elected or appointed by the Board of

Directors may be removed by it with or without cause. Any office may resign at any time upon written notice to the corporation without prejudice to the rights, if any, of the corporation under contract to which the resigning officer is a party.

Section 3.03 Vacancies. Any vacancy in any office because of death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired term or such office.

Section 3.04 CEO. The CEO shall be deemed the general manager and executive officer of the corporation, subject to the supervision and control of the Board of Directors, and shall direct the corporate affairs, with full power to execute all resolutions and orders of the Board of Directors not especially entrusted to some other officer of the corporation. The CEO shall preside at all meetings of the stockholders and shall perform such other duties as shall be prescribed by the Board of Directors.

Unless otherwise ordered by the Board of Directors, the CEO shall have the full power and authority on behalf of the corporation to attend and to act and to vote at meetings of the stockholders of any corporation in which the corporation may hold stock and, at such meetings, shall possess and may exercise any and all rights and powers incident to the ownership of such stock. The Board of Directors, by resolution from time to time, may confer like powers on a person or persons in place of the CEO to represent the corporation for these purposes.

Section 3.05 Vice CEO. The Board of Directors may elect one or more Vice CEOs who shall be vested with all the powers and perform all the duties of the CEO whenever the CEO is absent or unable to act, including the signing of the certificates of stock issued by the corporation, and the Vice CEO shall perform such other duties as shall be prescribed by the Board of Directors.

Section 3.06 Secretary. The Secretary shall keep the minutes of all meetings of the stockholders and the Board of Directors in books provide for that purpose. The secretary shall attend to the giving and service of all notices of the corporation, may sign with the CEO in the name of the corporation all contracts authorized by the Board of Directors or appropriate committee, shall have the custody of the corporate seal, shall affix the corporate seal to all certificates of stock duly issued by the corporation, shall have charge of stock certificate books, transfer books and stock ledgers, and such other books and papers as the Board of Directors or appropriate committee may direct, and shall, in general, perform all duties incident to the office of the Secretary. All corporate books kept by the Secretary shall be open for examination by any director at any reasonable time.

Section 3.07 Assistant Secretary. The Board of Directors may appoint an Assistant Secretary who shall have such powers and perform such duties as may be prescribed for him by the Secretary of the corporation or by the Board of Directors.

Section 3.08 Treasurer. The Treasurer shall be the chief financial officer of the corporation, subject to the supervision and control of the Board of Directors, and shall have custody of all the funds and securities of the corporation. When necessary or proper, the Treasurer shall endorse on

behalf of the corporation for collection checks, notes, and other obligations, and shall deposit all moneys to the credit of the corporation in such bank or banks or other depository as the Board of Directors may designate, and shall sign all receipts and vouchers for payments by the corporation. Unless otherwise specified by the Board of Directors, the Treasurer shall sign with the CEO all bills of exchange and promissory notes of the corporation, shall also have the care and custody of the stocks, bonds, certificates, vouchers, evidence of debts, securities, and such other property belonging to the corporation as the Board of Directors shall designate, and shall sign all papers required by law, by these Bylaws, or by the Board of Directors to be signed by the Treasurer. The Treasurer shall enter regularly in the books of the corporation, to be kept for that purpose, full and accurate accounts of all moneys received and paid on account of the corporation and, whenever required by the Board of Directors, the Treasurer shall render a statement of any or all accounts. The Treasurer shall at all reasonable times exhibit the books of

account to any directors of the corporation and shall perform all acts incident to the position of the Treasurer subject to the control of the Board of Directors.

The Treasurer shall, if required by the Board of Directors, give bond to the corporation in such sum and with such security as shall be approved by the Board of Directors for the faithful performance of all the duties of Treasurer and for restoration to the corporation, in the event of the Treasurer's death, resignation, retirement or removal from office, of all books, records, papers, vouchers, money and other property belonging to the corporation. The expense of such bond shall be borne by the corporation.

Section 3.09. Assistant Treasurer. The Board of Directors may appoint an Assistant Treasurer who shall have such powers and perform such duties as may be prescribed by the Treasurer of the corporation or by the Board of Directors, and the Board of Directors may require the Assistant Treasurer to give a bond to the corporation in such sum and with such security as it may approve, for the faithful performance of the duties of Assistant Treasurer, and for restoration to the corporation, in the event of the Assistant Treasurer's death, resignation, retirement or removal from office, of all books, records, papers, vouchers, money and other property belonging to the corporation. The expense of such bond shall be borne by the corporation.

ARTICLE IV

CAPITAL STOCK

Section 4.01 Issuance. Shares of capital stock of the corporation shall be issued in such manner and at such times and upon such conditions as shall be prescribed by the Board of Directors. Additionally, the Board of Directors of the corporation may not cause a reverse split of the outstanding common stock of the corporation without an affirmative vote of the holders of 70% of the capital stock of the corporation entitled to vote or by the consent of the stockholders in accordance with Section 1.12 of these Bylaws. The corporation may not issue capital stock of the corporation which exceeds 10% of the issued and outstanding common stock of the Corporation in a six month period without an affirmative vote of the holders of 70% of the capital stock of the corporation entitled to vote or by the consent of the stockholders in accordance with Section 1.12 of these Bylaws.

Section 4.02 Certificates. Ownership in the corporation shall be evidenced by certificates for shares of the stock in such form as shall be prescribed by the Board of Directors, shall be under the seal of the corporation and shall be signed by the CEO or a Vice-CEO and also by the Secretary or an Assistant Secretary. Each certificate shall contain the then name of the record holder, the number, designation, if any, class or series of shares represented, a statement of summary of any applicable rights, preferences, privileges or restrictions thereon, and a statement that the shares are assessable, if applicable. All certificates shall be consecutively numbered. The name, address and federal tax identification number of the stockholder, the number of shares, and the date of issue shall be entered on the stock transfer books of the corporation.

Section 4.03 Surrender; Lost or Destroyed Certificates. All certificates surrendered to the corporation, except those representing shares of treasury stock, shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been canceled, except that in case of a lost, stolen, destroyed or mutilated certificate, a new one may be issued therefore. However, any stockholder applying for the issuance of a stock certificate in lieu of one alleged to have been lost, stolen, destroyed or mutilated shall, prior to the issuance of a replacement, provide the corporation with his, her or its affidavit of the facts surrounding the loss, theft, destruction or mutilation and if required by the Board of Directors, an indemnity bond in any amount and upon such terms as the Treasurer, or the Board of Directors, shall require. In no case shall the bond be in an amount less than twice the current market value of the stock and it shall indemnify the corporation against any loss, damage, cost or inconvenience arising as a consequence of the issuance of a replacement certificate.

Section 4.04 Replacement Certificate. When the Articles of Incorporation are amended in any way

effecting the statements contained in the certificates for outstanding shares of capital stock of the corporation or it becomes desirable for any reason, including, without limitation, the merger or consolidation of the corporation with another corporation or the reorganization of the corporation, to cancel any outstanding certificate for shares and issue a new certificate for shares, the corporation shall issue an order for stockholders of record, to surrender and exchange the same for new certificates within a reasonable time to be fixed by the Board of Directors. The order may provide that a holder of any certificate (s) ordered to be surrendered shall not be entitled to vote, receive dividends or exercise any other rights of stockholders until the holder has complied with the order, provided that such order operates to suspend such rights only after notice and until compliance.

Section 4.05 Transfer of Shares. No transfer of stock shall be valid as against the corporation except on surrender and cancellation of the certificates therefore accompanied by an assignment or transfer by the registered owner made either in person or under assignment. Whenever any transfer shall be expressly made for collateral security and not absolutely, the collateral nature of the transfer shall be reflected in the entry of transfer on the books of the corporation.

Section 4.06 Transfer Agent. The Board of Directors may appoint one or more transfer agents and registrars of transfer and may require all certificates for shares of stock to bear the signature of such transfer agent and such registrar of transfer.

Section 4.07 Stock Transfer Books. The stock transfer books shall be closed for a period of at least ten (10) days prior to all meetings of the stockholders and shall be closed for the payment of dividends as provided in Article V hereof and during such periods as, from time to time, may be fixed by the Board of Directors, and, during such periods, no stock shall be transferable.

Section 4.08 Miscellaneous. The Board of Directors shall have the power and authority to make such rules and regulations not inconsistent herewith as it may deem expedient concerning the issue, transfer, and registration of certificates for shares of the capital stock of the corporation.

ARTICLE V

DIVIDENDS

Section 5.01 Dividends. Dividends may be declared, subject to the provisions of the laws of the State of Nevada and the Articles of Incorporation, by the Board of Directors at any regular or special meeting and may be paid in cash, property, shares of the corporation stock, or any other medium. The Board of Directors may fix in advance a record date, as provided in Section 1.06 of these Bylaws, prior to the dividend payment for purpose of determining stockholders entitled to receive payment of any dividend. The Board of Directors may close the stock transfer books for such purpose for a period of not more than ten (10) days prior to the payment date of such dividend.

ARTICLE VI

OFFICES; RECORDS, REPORTS; SEAL AND FINANCIAL MATTERS

Section 6.01 Principal Office. The Board of Directors may from time to time, by resolution, change the location of the principal office within the State of Nevada. The corporation may also maintain an office or offices at such other place or places, either within or without the State of Nevada, as may be resolved, from time to time, by the Board of Directors.

Section 6.02 Records. The stock transfer books and a certified copy of the Bylaws, Articles of Incorporation, any amendments thereto, and the minutes of the proceedings of stockholders, the Board of Directors, and Committees of the Board of Directors shall be kept at the principal office of the corporation for the inspection of all who have the right to see the same and for the transfer of stock. All other books of the

corporation shall be kept at such places as may be prescribed by the Board of Directors.

Section 6.03 Financial Report on Request. Any stockholder or stockholders holding at least five percent (5%) of the outstanding shares of any class of stock may make a written request for an income statement of the corporation for the three (3) month, six (6) month or nine (9) month period of the current fiscal year ended more than thirty (30) days prior to the date of the request and a balance sheet of the corporation as of the end of such period. In addition, if no annual report of the last fiscal year has been sent to stockholders, such stockholder or stockholders may make a request for a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year. The statements shall be delivered or mailed to the person making the request within thirty (30) days thereafter. A copy of the statements shall be kept on file in the principal office of the corporation for twelve (12) months, and such copies shall be exhibited at all reasonable times to any stockholder demanding an examination of them or a copy shall be mailed to each stockholder. Upon request by any stockholder, there shall be mailed to the stockholder a copy of the last annual, semiannual or quarterly income statement which it has prepared and a balance sheet as of the end of the period. The financial statements referred to in this Section 6.03 shall be accompanied by the report thereon, if any, of any independent accountants engaged by the corporation or the certificate of an authorized officer of the corporation that such financial statements were prepared without audit from the books and records of the corporation.

Section 6.04 Right of Inspection.

(a) The accounting and records and minutes of proceedings of the stockholders and the Board of Directors shall be open to inspection upon the written demand of any stockholder or holder of a voting trust certificate at any reasonable time during usual business hours for a purpose reasonably related to such holder's interest as a stockholder or as the holder of such voting trust certificate. This right of inspection shall extend to the records of the subsidiaries, if any, of the corporation. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts.

(b) Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation and/or its subsidiary corporations. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts.

Section 6.05 Corporate Seal. The Board of Directors may, by resolution, authorize a seal, and the seal may be used by causing it, or a facsimile, to be impressed or affixed or reproduced or otherwise. Except when otherwise specifically provided herein, any officer of the corporation shall have the authority to affix the seal to any document requiring it.

Section 6.06 Fiscal Year-End. The fiscal year-end of the corporation shall be such date as may be fixed from time to time by resolution by the Board of Directors.

Section 6.07 Reserves. The Board of Directors may create, by resolution, out of the earned surplus of the corporation such reserves as the directors may, from time to time, in their discretion, think proper to provide for contingencies, or to equalize dividends or to repair or maintain any property of the corporation, or for such other purpose as the Board of Directors may deem beneficial to the corporation, and the directors may modify or abolish any such reserves in the manner in which they were created.

Section 6.08 Payments to Officers or Directors. Any payments made to an officer or director of the corporation, such as salary, commission, bonus, interest, rent or entertainment expense, which shall be disallowed by the Internal Revenue Service in whole or in part as a deductible expense by the corporation, shall be reimbursed by such officer or director to the corporation to the full extent of such disallowance. It shall be the duty of the Board of Directors to enforce repayment of each such amount disallowed. In lieu of direct

reimbursement by such officer or director, the Board of Directors may withhold future compensation to such officer or director until the amount owed to the corporation has been recovered.

ARTICLE VII

INDEMNIFICATION

Section 7.01 In General. Subject to Section 7.02, the corporation shall indemnify any director, officer, employee or agent of the corporation, or any person serving in any such capacity of any other entity or enterprise at the request of the corporation, against any and all legal expenses (including attorneys' fees), claims and/or liabilities arising out of any action, suit or proceeding, except an action by or in the right of the corporation.

Section 7.02 Lack of Good Faith; Criminal Conduct. The corporation may, but shall not be required to, indemnify any person where such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, where there was not reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and that, with respect to any criminal action or proceeding, there was reasonable cause to believe that the conduct was unlawful.

Section 7.03 Successful Defense of Actions. The corporation shall reimburse or otherwise indemnify any director, officer, employee, or agent against legal expenses (including attorneys' fees) actually and reasonably incurred in connection with defense of any action, suit, or proceeding herein above referred to, to the extent such person is successful on the merits or otherwise.

Section 7.04 Authorization. Indemnification shall be made by the corporation only when authorized in the specific case and upon a determination that indemnification is proper by:

- (1) The stockholders;
- (2) A majority vote of a quorum of the Board of Directors, consisting of directors who were not parties to the action, suit, or proceeding; or
- (3) Independent legal counsel in a written opinion, if a quorum of disinterested directors so orders or if a quorum of disinterested directors cannot be obtained.

Section 7.05 Advancing Expenses. Expenses incurred in defending any action, suit, or proceeding may be paid by the corporation in advance of the final disposition, when authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the person defending to repay such advances if indemnification is not ultimately available under these provisions.

Section 7.06 Continuing Indemnification. The indemnification provided by these Bylaws shall continue as to a person who has ceased to be director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7.07 Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation in any capacity against any liability asserted.

ARTICLE VIII

BYLAWS

Section 8.01 Amendment. These Bylaws may be altered, amended or repealed at any regular meeting of the Board of Directors without prior notice, or at any special meeting of the Board of Directors if notice of such alteration, amendment or repeal be contained in the notice of such alteration, amendment or repeal be contained in the notice of such special meeting. These Bylaws may also be altered, amended, or repealed at a meeting of the stockholders at which a quorum is present by the affirmative vote of the holders of 70% of the capital stock of the corporation entitled to vote or by the consent of the stockholders in accordance with Section 1.12 of these Bylaws. The stockholders may provide by resolution that any Bylaw provision repealed, amended, adopted or altered by them may not be repealed amended, adopted or altered by the Board of Directors.

CERTIFICATION

I, the undersigned, being the duly elected secretary of the corporation, do hereby certify that the foregoing Bylawswere adopted by the Board of Directors the 11th day of April 2007.

-

/s/ Chong Kim

Title: Secretary

Print Name: Chong Kim

CORPORATE SEAL

Law office
of
Randall Henderson

May 31, 2007

United States Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Marvin's Place, Inc.

Dear Sir or Madam:

I have acted as special counsel for Marvin's Place, Inc., a Nevada corporation (the "Company"), in connection with the preparation of the registration statement on Form SB-2 (the "Registration Statement"), to be filed on or about or about June 1, 2007, with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Act"), relating to the offering of up to 1,500,000 shares of the Company's common stock (the "Common Stock"). Such shares are to be issued under the Registration Statement, and the related Prospectus to be filed with the Commission. The details of the offering are described in the Registration Statement on Form SB-2, and any amendments to be made thereto.

I have examined instruments, documents and records, which I deemed relevant and necessary for the basis of my opinion hereinafter expressed. I have done so in light of Nevada Revised Statutes Chapters 78 and 90, all applicable provisions of the Nevada constitution and reported judicial decisions interpreting those laws. In such examination, I have assumed the following: (a) the authenticity of original documents and the genuineness of all signatures; (b) the conformity to the originals of all documents submitted to me as copies; and (c) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates I have reviewed. The instruments, document and records I have examined include, among other items, the following: (1) The registration Statement; (2) The Articles of Incorporation of the Company, as amended to date; (3) The Bylaws of the Company, as amended to date; and (4) The Subscription Agreement.

In addition to such examination, I have obtained and relied upon, with your consent, such other certificates and assurances from public officials as I consider necessary for the purposes of this opinion. I have relied upon representations by the officers of the Company with respect to certain factual matters bearing on the opinion expressed herein. I have not independently investigated any of such factual matters.

Based on my examination and the applicable laws and judicial interpretations of the State of Nevada, I am of the opinion that 1,500,000 Shares of common stock to be sold by the Company are duly authorized Shares of common stock, which will be legally issued, fully paid and non-assessable.

I hereby consent to the filing of this opinion as an exhibit to the above-referenced Registration Statement and to the use of my name wherever it appears in said Registration Statement, including the Prospectus constituting a part thereof, as originally filed or as subsequently amended or supplemented. In giving such consent, I do not consider that I am an "expert" within the meaning of such term as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Very truly yours,

/s/ Randall Henderson

Law office

of

Randall Henderson

May 31, 2007

United States Securities and Exchange Commission

450 Fifth Street, N.W.

Washington, D.C. 20549

Re: Marvin's Place, Inc.

Dear Sir or Madam:

I have acted as special counsel for Marvin's Place, Inc., a Nevada corporation (the "Company"), in connection with the preparation of the registration statement on Form SB-2 (the "Registration Statement"), to be filed on or about or about June 1, 2007, with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Act"), relating to the offering of up to 1,500,000 shares of the Company's common stock (the "Common Stock"). Such shares are to be issued under the Registration Statement, and the related Prospectus to be filed with the Commission. The details of the offering are described in the Registration Statement on Form SB-2, and any amendments to be made thereto.

I have examined instruments, documents and records, which I deemed relevant and necessary for the basis of my opinion hereinafter expressed. I have done so in light of Nevada Revised Statutes Chapters 78 and 90, all applicable provisions of the Nevada constitution and reported judicial decisions interpreting those laws. In such examination, I have assumed the following: (a) the authenticity of original documents and the genuineness of all signatures; (b) the conformity to the originals of all documents submitted to me as copies; and (c) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates I have reviewed. The instruments, document and records I have examined include, among other items, the following: (1) The registration Statement; (2) The Articles of Incorporation of the Company, as amended to date; (3) The Bylaws of the Company, as amended to date; and (4) The Subscription Agreement.

In addition to such examination, I have obtained and relied upon, with your consent, such other certificates and assurances from public officials as I consider necessary for the purposes of this opinion. I have relied upon representations by the officers of the Company with respect to certain factual matters bearing on the opinion expressed herein. I have not independently investigated any of such factual matters.

Based on my examination and the applicable laws and judicial interpretations of the State of Nevada, I am of the opinion that 1,500,000 Shares of common stock to be sold by the Company are duly authorized Shares of common stock, which will be legally issued, fully paid and non-assessable.

I hereby consent to the filing of this opinion as an exhibit to the above-referenced Registration Statement and to the use of my name wherever it appears in said Registration Statement, including the Prospectus constituting a part thereof, as originally filed or as subsequently amended or supplemented. In giving such consent, I do not consider that I am an "expert" within the meaning of such term as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Very truly yours,

/s/ Randall Henderson

OFFICES OF
ARSHAD M. FAROOQ, JD, CPA

201 N. Palomares St.

Pomona, CA 91767

(909) 238-5361

(909) 972-1672 Fax

amfarooq@gmail.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

I consent to the use, in the registrations statement on Form SB-2 of Marvin's Place, Inc., of my report dated May 4th, 2007 on my audit of the financial statements of Marvin's Place, Inc. as of April 30, 2007, and the related statements of operations, stockholders' equity and cash flows for the year then ended, and the reference to me under the caption "Experts."

_____/s/ Arshad M. Farooq

Arshad M. Farooq

Pomona, CA

May 22nd, 2007

ESCROW AGREEMENT

STATE OF NEVADA

COUNTY OF CLARK

This escrow agreement is executed on the 31st day of May 2007 and is between MARVIN'S PLACE, INC. (the "Issuer") and Randall Henderson, Esq. (the "Escrow Agent").

WHEREAS, the Issuer proposes to offer on a best efforts basis (the "Offer"), a minimum of \$20,000.00 (the "Minimum Offering") and \$75,000.00 ("Maximum Offering") of the Issuer's Common Stock (the "Security") in to prospective Investors, in several transactions and the parties have agreed that Escrow Agent shall hold all certificates representing said securities until the Minimum Offering has been achieved and been paid to the Escrow Agent who shall then hold the securities and the funds received until all prerequisites and conditions to disbursement have occurred, and

WHEREAS, Investor funds will be deposited in Escrow Agent's Escrow Account ("Escrow Account"),

NOW, therefore, the parties to this agreement, in reliance upon the covenants and promises of each other, mutually agree to the following terms and conditions, which shall regulate the use of the funds placed in this account.

1. All funds received from the Investor's shall promptly be deposited in the Escrow Account. All proceeds shall be payable to Randall Henderson, Esq. Trust Account fbo Marvin's Place, Inc. The Escrow Agent shall not be required to accept for deposit into the Escrow Account any funds which are not accompanied by the appropriate Subscription Information.
2. If the Minimum Offering is not achieved, the funds received from Investor's and deposited in the Escrow Account shall be refunded.
3. Upon the receipt of the funds amounting to the Minimum Offering, the Escrow Agent shall disburse such funds to the Issuer and disburse the Securities purchased as instructed to the parties designated by the Investors for receipt. Escrow agent shall receive a fee of five hundred (\$500.00) dollars in the event the Minimum Offering is achieved, to be paid by the Issuer from the Escrow Account along with any applicable bank charges.
4. Escrow Agent shall continue to receive such funds and perform such disbursements until either the Maximum Offering is achieved or a period of 90 days from the beginning of the Offer, whichever event occurs first. Thereafter this agreement shall terminate.
5. Other than establishing and maintaining this Escrow Account and complying with agreement, the Escrow Agent shall have no further liability or responsibility.
6. The fact that the Escrow Agent has agreed to perform the limited function of Escrow Agent stated in this agreement does not mean that the agent has passed upon the merits of, or recommended, or given advice to any person regarding the business or legal merits of, the Offering of Securities contemplated in this agreement.
7. The agent's name shall not be used in any way that may imply an association with any of the parties to this agreement other than that of Escrow Agent.
8. In the event of any reasonable uncertainty or any dispute with respect to the proper disposition of the funds, the Escrow Agent may interplead the funds into the registry of the court and recover his reasonable attorney's fees from the parties to this agreement. The parties hereto agree and acknowledge that the Escrow Agent's attorney fees and expenses may be taken out of the funds that were placed in the registry of the court and the parties grant the Escrow Agent a security interest and lien on the funds to secure his costs in the event the funds are interpleaded into the court.
9. This Agreement is entered into for the express benefit of the Issuer.
10. The laws of the State of Nevada shall apply to this agreement.

THEREFORE, the parties to this agreement intending to be legally bound have executed this document on the date set forth above.

_____/Signed/ Randall Henderson

Randall Henderson, Esq., Escrow Agent

_____/Signed/ Chong Kim

Chong Kim, President

Marvin's Place, Inc.

Subscription Agreement

Marvin's Place, Inc.

1. Investment:

(a) The undersigned ("Buyer") subscribes for _____ Shares of Common Stock of Marvin's Place, Inc. at \$0.05 per share.

(b) Total subscription price (\$0.05 times number of shares): = \$ _____.

PLEASE MAKE CHECKS PAYABLE TO: **Randall Henderson, Esq. fbo Marvin's Place, Inc.**

2. Investor information:

| | | | | | |
|--|--|--------|--|-----------------------------------|--|
| Name (type or print) | | | | SSN/EIN/Taxpayer I.D. | |
| E-Mail address: | | | | _____ | |
| _____ | | | | Address | |
| | | | | | |
| Joint Name (type or print) | | | | SSN/EIN/Taxpayer I.D. | |
| E-Mail address: | | | | _____ | |
| _____ | | | | Address (If different from above) | |
| Mailing Address (if different from above): | | | | | |
| _____ | | Street | | City/State | |
| _____ | | _____ | | Zip | |
| Business Phone: () | | _____ | | Home Phone: () | |
| _____ | | _____ | | _____ | |

3. Type of ownership: (You must check one box)

| | |
|------------|---------------------|
| Individual | Custodian for _____ |
|------------|---------------------|

| | |
|--|---|
| Tenants in Common | Uniform Gifts to Minors Act of the State of: _____ |
| Joint Tenants with rights of Survivorship | Corporation (Inc., LLC, LP) – <u>Please List all officers, directors, partners, managers, etc.:</u> |
| Partnership (Limited Partnerships use "Corporation") | _____ |
| Trust | _____ |
| Community Property | Other (please explain) _____ |

4. Further Representations, Warrants and Covenants. Buyer hereby represents warrants, covenants and agrees as follows:

- (a) Buyer is at least eighteen (18) years of age with an address as set forth in this Subscription Agreement.
- (b) Except as set forth in the Prospectus and the exhibits thereto, no representations or warranties, oral or otherwise, have been made to Buyer by the Company or any other person, whether or not associated with the Company or this offering. In entering into this transaction, Buyer is not relying upon any information, other than that contained in the Prospectus and the exhibits thereto and the results of any independent investigation conducted by Buyer at Buyer's sole discretion and judgment.
- (c) Buyer understands that his or her investment in the Shares is speculative and involves a high degree of risk, and is not recommended for any person who cannot afford a total loss of the investment. Buyer is able to bear the economic risks of an investment in the Offering and at the present time can afford a complete loss of such investment.
- (d) Buyer is under no legal disability nor is Buyer subject to any order, which would prevent or interfere with Buyer's execution, delivery and performance of this Subscription Agreement or his or her purchase of the Shares. The Shares are being purchased solely for Buyer's own account and not for the account of others and for investment purposes only, and are not being purchased with a view to or for the transfer, assignment, resale or distribution thereof, in whole or part. Buyer has no present plans to enter into any contract, undertaking, agreement or arrangement with respect to the transfer, assignment, resale or distribution of any of the Shares.
- (e) Buyer has (i) adequate means of providing for his or her current financial needs and possible personal contingencies, and no present need for liquidity of the investment in the Shares, and (ii) a liquid net worth (that is, net worth exclusive of a primary residence, the furniture and furnishings thereof, and automobiles) which is sufficient to enable Buyer to hold the Shares indefinitely.
- (f) If the Buyer is acting without a Purchaser Representative, Buyer has such knowledge and experience in financial and business matters that Buyer is fully capable of evaluating the risks and merits of an investment in the Offering.
- (g) Buyer has been furnished with the Prospectus. Buyer has assessed the merit of this offering on his or her own or otherwise consulted exclusively with his or her attorney, accountant, or such other professional advisors with respect to any investment in the Shares as Buyer deems necessary or advisable, and Buyer acknowledges that all documents, records and books pertaining to an investment in the Shares have been made available for Buyer's inspection and analysis, and for inspection and analysis by such attorney, accountant and/or other professional advisors, and Buyer understands that the books and records of the Company will be made available to Buyer and his or her professional advisors upon reasonable notice for inspection during reasonable business hours at the Company's principal place of business. Buyer acknowledges that he or she and/or his or her professional advisors have had the opportunity to obtain any additional information requested in order to verify the accuracy of the contents of the Prospectus, and to ask questions and/or receive answers from the officers of the Company concerning the terms and conditions of this offering, the Prospectus and any additional information requested which Buyer and/or his or her professional advisors deemed necessary to evaluate the prudence of this investment and all such questions have been answered to the full satisfaction of Buyer, none of which answers are in any way inconsistent with the Prospectus.
- (h) Buyer understands that Buyer shall be required to bear all personal expenses incurred in connection with his or her purchase of the Shares, including without limitation, any fees which may be payable to any accountants, attorneys or any other persons consulted by Buyer in connection with his or her investment in the Offering.

5. Indemnification

Buyer acknowledges an understanding of the meaning of the legal consequences of Buyer's representations and warranties contained in this Subscription Agreement and the effect of his or her signature and execution of this Agreement, and Buyer hereby agrees to indemnify and hold the Company and each of its officers and/or directors, representatives, agents or employees, harmless from and against any and all losses, damages, expenses or liabilities due to, or arising out of, a breach of any representation, warranty or agreement of or by Buyer contained in this Subscription Agreement.

6. Acceptance of Subscription.

It is understood that this subscription is not binding upon the Company until accepted by the Company, and that the Company has the right to accept or reject this subscription, in whole or in part, in its sole and complete discretion. If this subscription is rejected in whole, the Company shall return to Buyer, without interest, the Payment tendered by Buyer, in which case the Company and Buyer shall have no further obligation to each other hereunder. In the event of a partial rejection of this subscription, Buyer's Payment will be returned to Buyer, without interest, whereupon Buyer agrees to deliver a new payment in the amount of the purchase price for the number of Shares to be purchased hereunder following a partial rejection of this subscription.

7. Governing Law.

This Subscription Agreement shall be governed and construed in all respects in accordance with the laws of the State of Nevada without giving effect to any conflict of laws or choice of law rules.

IN WITNESS WHEREOF, this Subscription Agreement has been executed and delivered by the Buyer and by the Company on the respective dates set forth below.

Investor's Subscription Accepted:

Signature of Buyer

Chong Kim

President

Marvin's Place, Inc.

Printed Name

Dated:

Date

Deliver completed subscription agreements and checks to:

Randall Henderson, Esq.

1957 Paloma

Pasadena, CA 91104-4820