

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

**FORM 10-Q**  
**Amendment #1**

(Mark One)

☒ QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2008

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 333-144082

Marvin's Place, Inc.

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

Nevada

20-8789451

(State or jurisdiction of incorporation or  
organization)

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

13245 Sunnyslope Drive  
Chino Hills, California 91709

(Address of principal executive offices)

(626) 208-1350

(Issuer's telephone number)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be  
filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the  
preceding 12 months (or shorter period that the registrant was required to file such  
reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by a check mark whether the registrant is a large accelerated filer, an  
accelerated filer, a non-accredited filer or a smaller reporting company. See the  
definitions of "large accelerated filer," "accelerated filer" and "Smaller reporting  
company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☒

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

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**PART I — FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

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

ASSETS

June 30,  
2008  
(unaudited)

CURRENT ASSETS

Cash	\$ 12,721
Total Current Assets	<u>12,721</u>
TOTAL ASSETS	<u>\$ 12,721</u>

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES

Accounts payable	\$ -
Advances from related parties	<u>-</u>
Total Current Liabilities	<u>-</u>

STOCKHOLDERS' EQUITY

Preferred stock, 5,000,000 shares authorized at par value of \$0.001, no shares issued and outstanding	-
Common stock, 70,000,000 shares authorized at par value of \$0.001, 2,805,000 and 1,750,000 \$0.001; 3,500,000 shares issued and outstanding	3,500
Additional paid-in capital	76,500
Deficit accumulated during the development stage	<u>(69,579)</u>
Total Stockholders' Equity	<u>12,721</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 12,721</u>

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

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

	For the Three Months Ended June 30, 2008	From Inception on April 11, 2007 Through June 30, 2007	For the Six Months Ended June 30, 2008	From Inception on April 11, 2007 Through June 30, 2008
REVENUES	\$ -	\$ -	\$ -	\$ -
COST OF SALES	-	-	-	-
GROSS MARGIN	-	-	-	-
OPERATING EXPENSES				
General and administrative	2329	3,000	9,394	69,579
Total Operating Expenses	2,329	3,000	9,394	69,579
INCOME (LOSS) FROM OPERATIONS	(2,329)	(3,000)	(9,394)	(69,579)
OTHER EXPENSES				
Interest expense	-	-	-	-
Total Other Expenses	-	-	-	-
NET LOSS BEFORE INCOME TAXES	(2,329)	(3,000)	(9,394)	(69,579)
INCOME TAX EXPENSE	-	-	-	-
NET LOSS	<u>\$ (2,329)</u>	<u>\$ (3,000)</u>	<u>\$ (9,394)</u>	<u>\$ (69,579)</u>
BASIC LOSS PER SHARE	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	<u>3,500,000</u>	<u>3,500,000</u>	<u>3,500,000</u>	

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

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

	Common Stock		Additional	Accumulated	
	Shares	Amount	Paid-in Capital	Deficit	Total
Balance on April 11, 2007	-	\$ -	\$ -	\$ -	\$ -
Common stock issued for cash at \$0.004 per share	2,000,000	2,000	3,000	-	5,000
Common stock issued for cash at \$0.05per share	1,500,000	1,500	73,500	-	75,000
Net loss for the year ended December 31, 2007	-	-	-	(60,185)	(60,185)
Balance, December 31, 2007	3,500,000	3,500	76,500	(60,185)	19,815
Net loss for the three months ended June 30, 2008	-	-	-	(9,394)	(9,394)
Balance, June 30, 2008	3,500,000	\$ 3,500	\$ 76,500	\$ (69,579)	\$ 10,421

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

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

	For the Six Months Ended June 30, 2008	From Inception on April 11, 2007 Through June 30, 2007	From Inception on April 11, 2007 Through June 30, 2008
<b>OPERATING ACTIVITIES</b>			
Net loss	\$ (9,394)	\$ (3,000)	\$ (69,579)
Adjustments to reconcile net loss to net cash used by operating activities:			
Common stock issued for services	-	-	-
Changes in operating assets and liabilities:			
Increase (decrease) in accounts payable	(54,450)	-	2,300
Net Cash Used by Operating Activities	(63,844)	(3,000)	(67,279)
<b>INVESTING ACTIVITIES</b>	-	-	-
<b>FINANCING ACTIVITIES</b>			
Proceeds from common stock issued	-	5,000	80,000
Increase in advances from related parties	(400)	-	-
Net Cash Used by Financing Activities	(400)	5,000	80,000
<b>NET DECREASE IN CASH</b>	(64,244)	2,000	12,721
<b>CASH AT BEGINNING OF PERIOD</b>	76,965	-	-
<b>CASH AT END OF PERIOD</b>	<u>\$ 12,721</u>	<u>\$ 2,000</u>	<u>\$ 12,721</u>
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>			
<b>CASH PAID FOR:</b>			
Interest	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Income taxes	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

The accompanying notes are an integral part of these financial statements

**Marvin's Place, Inc.**  
(A development State Company)  
NOTES TO FINANCIAL STATEMENTS  
JUNE 30, 2008

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 mailing & shipping services. 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 June 30, 2008, 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	
	<u>Through June</u>
<u>30, 2008</u>	

Loss (Numerator)	\$ (69,579)
Shares (Denominator)	3,500,000
Per share amount	\$ (00.02)

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 carryforwards 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 June 30, 2008:

	<u>2008</u>
Deferred tax assets	
NOL Carryover	\$10,437
Deferred tax liabilities	-
0-	
Valuation allowance	(10,437)
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 June 30, 2008. At June 30, 2008, the Company had net operating loss carryforwards of approximately \$69,579. That may be offset against future taxable income through 2027. No tax benefit has been reported in the June 30, 2008 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 carryforwards for Federal Income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carryforwards 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

During May 2007, the Company sold 2,000,000 shares of its common stock to its founders for cash of \$5,000. During December of 2007, the Company sold 1,500,000 shares of its common stock in a private placement for cash of \$75,000.

#### Note 4 – New Accounting Pronouncements

During the period ending June 30, 2008, 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 June 30, 2008, 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. In December 2007, the FASB issued SFAS 160, "Noncontrolling interests in Consolidated Financial Statements – an amendment of ARB No. 51". This Statement amends ARB 51 to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. It clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. This Statement is effective for fiscal years beginning on or after December 15, 2008. Early adoption is not permitted. Management is currently evaluating the effects of this statement, but it is not expected to have any impact on the Company's financial statements.

In February 2007, the FASB issued SFAS 159, "The Fair Value Option for Financial Assets and Financial Liabilities. SFAS 159 creates a fair value option allowing an entity to irrevocably elect fair value as the initial and subsequent measurement attribute for certain financial assets and financial liabilities, with changes in fair value recognized in earnings as they occur. SFAS 159 also requires an entity to report those financial assets and financial liabilities measured at fair value in a manner that separates those reported fair values from the carrying amounts of assets and liabilities measured using another measurement attribute on the face of the statement of financial position. Lastly, SFAS 159 requires an entity to provide information that would allow users to understand the effect on earnings of changes in the fair value on those instruments selected for the fair value election. SFAS 159 is effective for fiscal years beginning after November 15, 2007 with early adoption permitted. The Company is continuing to evaluate SFAS 159 and to assess the impact on its results of operations and financial condition if an election is made to adopt the standard.

In September 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. Where applicable, SFAS No. 157 simplifies and codifies related guidance within GAAP and does not require any new fair value measurements. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. Earlier adoption is encouraged. The Company does not expect the adoption of SFAS No. 157 to have a significant effect on its financial position or results of operation.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIALS CONDITION AND RESULTS OF OPERATIONS

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

### A. Management's Discussion

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

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

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

In the initial approximately fifteen month operating period from April 4, 2007 (inception) to June 30, 2008, the Company generated no revenues while incurring \$69,579 in general and administrative expenses. This resulted in a cumulative net loss of \$69,579 for the period then ended from inception, which is equivalent to \$(0.00) per share.

During the six months ended June 30, 2008, the Company generated \$0 in revenues while incurring \$9,394 in general and administrative expenses. This resulted in a net loss for the quarter ended June 30, 2008 of \$9,394. The net loss for both periods is attributable primarily to the continuing costs of start-up operations.

#### Liquidity and Capital Resources

As of June 30, 2008, the Company had \$12,721 in working capital. The Company's current assets as of June 30, 2008 consisted of \$12,721 in cash.

## **B. Plan of Operation**

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

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

To date we have not implemented fully planned principal operations. Our ability to commence operations is entirely dependent upon the proceeds to be raised in this offering. If we do not raise at least the minimum offering amount, we will be unable to establish a base of operations, without which it will be unable to begin to generate any revenues. The realization of sales revenues in the next 12 months is important in the execution of the plan of operations.

However, we cannot guarantee that it will generate such growth. If we do not produce sufficient cash flow to support our operations over the next 12 months, we may need to raise additional capital by issuing capital stock in exchange for cash in order to continue as a going concern. There are no formal or informal agreements to attain such financing. We cannot assure any investor that, if needed, sufficient financing can be obtained or, if obtained, that it will be on reasonable terms. Without realization of additional capital, it would be unlikely for operations to continue.

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

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

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

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

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

## **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### **Foreign Currency Exchange Risk**

Our revenue is invoiced and received in United States dollars. We currently have no customers outside the U.S. and therefore have no exposure to foreign currency exchange risk.

### **Interest Rates**

Our exposure to market risk for changes in interest rates relates primarily to the increase or decrease in the amount of interest income we earn on our investment portfolio. Our investment portfolio consists of liquid investments that have maturities of three months or less. Our risk associated with fluctuating

interest income is limited to investments in interest rate sensitive financial instruments. Under our current policy, we do not use interest rate derivative instruments to manage this exposure to interest rate changes. We seek to ensure the safety and preservation of its invested principal by limiting default risk, market risk, and reinvestment risk. We mitigate default risk by investing in short-term investment grade securities.

#### **ITEM 4. CONTROLS AND PROCEDURES**

The effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended) was evaluated under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, as of the end of the period covered by this quarterly report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective in providing reasonable assurance that the information required to be disclosed in this quarterly report is recorded, processed, summarized and reported within the time period required for the filing of this quarterly report.

There was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Securities Exchange Act of 1934, as amended) identified in connection with the evaluation of our internal control performed during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all errors and all fraud. A control system no matter how well conceived and operated can provide only reasonable, not absolute assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of control systems must be considered relative to their cost. As a result of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues of fraud, if any, have been detected.

#### **ITEM 5. CONTROLS AND PROCEDURES**

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

## PART II — OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

None.

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

### ITEMS 3. DEFAULTS UPON SENIOR SECURITIES

None.

### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

### ITEM 5. OTHER INFORMATION

None

### ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

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

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

**(b) Reports on Form 8-K**

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

Date of Report	Date Filed	Items Reported
None	None	None



## SIGNATURES

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

Marvin's Place, Inc.

(Registrant)

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Chong Kim</u> Chong Kim	President & CEO, Director	August 22, 2008
<u>/s/ Chong Kim</u> Chong Kim	Secretary, Treasurer, Director	August 22, 2008
<u>/s/ Chong Kim</u> Chong Kim	Principal Financial Officer	August 22, 2008
<u>/s/ Chong Kim</u> Chong Kim	Principal Accounting Officer	August 22, 2008

**EXHIBIT 31.1**  
**CERTIFICATION**  
**SARBANES-OXLEY ACT OF 2002**

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

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

Date: August 18, 2008

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

**EXHIBIT 31.2**  
**CERTIFICATION**

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

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

Date: August 18, 2008

By: /s/ Chong Kim

Chong Kim, Secretary and Treasurer (CFO)

**EXHIBIT 32.1**

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

In connection with the Quarterly Report of Marvin's Place, Inc. ("Meltdown") on Form 10-Q for the quarter ended June 30, 2008, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Chong Kim, President and Chief Executive Officer of Meltdown, and I, Chong Kim, Principal Financial Officer of Meltdown, certify, pursuant to Title 18, United States Code, Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

Date: August 18, 2008

/s/ Chong Kim

Chong Kim

President and Chief Executive Officer

Date: August 18, 2008

/s/ Chong Kim

Chong Kim

Principal Financial Officer