

MDwerks, Inc.  
Form 10QSB/A  
November 14, 2007

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

**Form 10-QSB/A**

(Mark One)

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

For the quarterly period ended September 30, 2007

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

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

**Commission File Number: 333-118155**

**MDWERKS, INC.**

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

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**33-1095411**

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

**Windolph Center, Suite I**

**1020 N.W. 6th Street**

**Deerfield Beach, FL 33442**

(Address of principal executive offices)(Zip Code)

**(954) 389-8300**

(Issuer's telephone number, including area code)

**N/A**

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

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

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

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable

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date: 12,940,065 shares at November 9, 2007

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

This 10-QSB/A is being filed to correct a typographical error that appeared in Note 4 of Form 10-QSB filed on November 13, 2007.

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**MDWERKS, INC.**  
**FORM 10-QSB/A**  
**FOR THE PERIOD ENDED SEPTEMBER 30, 2007**

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**MDWERKS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEET**  
**SEPTEMBER 30, 2007**  
(Unaudited)

<b>ASSETS</b>	
Current assets:	
Cash	\$ 1,771,111
Notes receivable	1,010,549
Accounts receivable	82,056
Prepaid expenses and other	48,017
<b>Total current assets</b>	<b>2,911,733</b>
Long-term assets:	
Property and equipment, net of accumulated depreciation of \$81,724	127,173
Debt issuance and offering costs, net of accumulated amortization of \$200,295	470,057
<b>Total assets</b>	<b>\$ 3,508,963</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIENCY</b>	
Current liabilities:	
Current portion of notes payable, net	\$ 1,686,269
Mandatory Redeemable Convertible Series B Preferred Stock, \$.001 par value, 250 shares authorized;	
200 shares issued and outstanding	1,126,831
Loans payable	319,559
Accounts payable	461,569
Accrued expenses	468,295
Deferred revenue	10,996
<b>Total current liabilities</b>	<b>4,073,519</b>
Long-term liabilities:	
Notes payable, net of discount of \$2,829,535, less current portion	391,809
Deferred revenues, less current portion	6,237
<b>Total liabilities</b>	<b>4,471,565</b>
Stockholders' deficiency:	
Preferred stock, \$.001 par value, 10,000,000 shares authorized;	
no shares issued and outstanding	—
Series A preferred stock, \$.001 par value, 1,000 shares authorized;	
2 shares issued and outstanding	—
Common stock, \$.001 par value, 100,000,000 shares authorized;	
12,940,065 shares issued and outstanding	12,940
Additional paid-in capital	32,980,978
Accumulated deficit	(33,867,842)
Deferred compensation	(88,678)
<b>Total stockholders' deficiency</b>	<b>(962,602)</b>
<b>Total liabilities and stockholders' deficiency</b>	<b>\$ 3,508,963</b>

The accompanying notes should be read in conjunction with the unaudited consolidated financial statements

**MDWERKS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2007 (Unaudited)	2006 (Unaudited)	2007 (Unaudited)	2006 (Unaudited)
<b>Revenue:</b>				
Service fees	\$ 119,820	\$ 147,726	\$ 356,540	\$ 262,292
Financing income	16,753	10,387	46,693	36,558
Total revenue	136,573	158,113	403,233	298,850
<b>Operating expenses:</b>				
Compensation	1,229,568	1,730,160	4,073,320	3,193,895
Consulting expenses	158,360	144,081	562,798	399,126
Professional fees	74,215	153,782	299,901	277,906
Selling, general and administrative	372,161	456,587	1,260,775	1,416,993
Total operating expenses	1,834,304	2,484,610	6,196,794	5,287,920
Loss from operations	(1,697,731)	(2,326,497)	(5,793,561)	(4,989,070)
<b>Other income (expense):</b>				
Interest income	13,492	1,123	60,201	5,671
Interest expense	(500,601)	(372,291)	(1,526,737)	(380,039)
Gain (Loss) on revaluation of warrant liability	—	1,030,338	—	(192,914)
Other income (expense)	—	(3,502)	165	(3,491)
Total other income (expense)	(487,109)	655,668	(1,466,371)	(570,773)
Net loss	(2,184,840)	(1,670,829)		