

MDwerks, Inc.  
Form 424B3  
May 15, 2008

Filed pursuant to Rule 424(b)(3)  
Registration Statement File No. 333-132296

**PROSPECTUS SUPPLEMENT NO. 2**  
**TO**  
**PROSPECTUS DATED APRIL 25, 2008**

MDWERKS, INC.

This prospectus supplement should be read in conjunction with our prospectus dated April 25, 2008 and in particular “Risk Factors” beginning on page 5 of the prospectus.

This prospectus supplement includes the attached Current Report on Form 10-Q of MDwerks, Inc., filed with the Securities and Exchange Commission on May 15, 2008.

The date of this prospectus supplement is May 15, 2008

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

**Form 10-Q**

(Mark One)

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

For the quarterly period ended March 31, 2008

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

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

**Commission File Number: 333-118155**

**MDWERKS, INC.**

(Exact name of registrant 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**

(Registrant's telephone number, including area code)

**N/A**

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

Check whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 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 large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

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

No

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State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 12,940,065 shares at May 15, 2008

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

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**MDWERKS, INC.**  
**FORM 10-Q**  
**FOR THE PERIOD ENDED MARCH 31, 2008**

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**MDWERKS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

	March 31, 2008 (Unaudited)	December 31, 2007
<b>ASSETS</b>		
Current assets:		
Cash	\$ 6,928,582	\$ 320,903
Notes receivable, net of allowance of \$125,000 for March 31, 2008 and \$0 for December 31, 2007	1,511,091	1,652,079
Accounts receivable	79,424	66,985
Prepaid expenses and other	203,544	215,073
<b>Total current assets</b>	<b>8,722,641</b>	<b>2,255,040</b>
Long-term assets:		
Property and equipment, net of accumulated depreciation of \$102,791 for March 31, 2008 and \$92,995 for December 31, 2007	106,106	115,902
Debt issuance and offering costs, net of accumulated amortization of \$324,265 for March 31, 2008 and \$273,997 for December 31, 2007	520,259	400,246
<b>Total assets</b>	<b>\$ 9,349,006</b>	<b>\$ 2,771,188</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY)</b>		
Current liabilities:		
Notes payable, less long-term portion	\$ 1,944,444	\$ 2,942,842
Mandatory Redeemable Convertible Series B Preferred Stock, \$.001 par value, 1,250 shares authorized; 1,000 shares issued and outstanding at March 31, 2008 and 250 shares authorized; 200 shares issued and outstanding at December 31, 2007	—	1,346,326
Loans payable	69,559	109,559
Accounts payable	456,906	351,482
Accrued expenses	748,391	686,917
Deferred revenue	11,107	11,296
<b>Total current liabilities</b>	<b>3,230,407</b>	<b>5,448,422</b>
Long-term liabilities:		
Notes payable, net of discount of \$2,900,548 at March 31, 2008 and \$2,566,395 at December 31, 2007, less current portion	155,008	65,763
Deferred revenues, less current portion	3,701	1,613
<b>Total liabilities</b>	<b>3,389,116</b>	<b>5,515,798</b>
Stockholders' equity (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 at March 31, 2008 and December 31, 2007	—	—
Common stock, \$.001 par value, 100,000,000 shares authorized; 12,940,065 shares issued and outstanding at March 31, 2008 and December 31, 2007	12,940	12,940
Additional paid-in capital	45,081,578	33,732,690
Accumulated deficit	(39,134,628)	(36,490,240)
<b>Total stockholders' equity (deficiency)</b>	<b>5,959,890</b>	<b>(2,744,610)</b>
<b>Total liabilities and stockholders' equity (deficiency)</b>	<b>\$ 9,349,006</b>	<b>\$ 2,771,188</b>

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

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

	<b>For the Three Months Ended March 31,</b>	
	<b>2008</b>	<b>2007</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
Revenue:		
Service fees	\$ 162,242	\$ 119,908
Financing income	41,219	13,977
Total revenue	203,461	133,885
Operating expenses:		
Compensation	902,102	1,417,321
Consulting expenses	65,481	162,697
Professional fees	164,688	125,547
Selling, general and administrative	290,890	409,019
Total operating expenses	1,423,161	2,114,584
Loss from operations	(1,219,700)	(1,980,699)
Other income (expense):		
Interest income	1,924	28,239
Interest expense	(766,639)	(517,498)
Loss on extinguishment of debt	(660,122)	—
Other income (expense)		