

MDwerks, Inc.  
Form 8-K  
December 24, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): December 18, 2008

MDWERKS, INC.

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(Exact name of registrant as specified in its charter)

Delaware

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(State or Other Jurisdiction of Incorporation)

333-118155  
(Commission File Number)

33-1095411  
(IRS Employer Identification Number)

Windolph Center, Suite I  
1020 N.W. 6th Street  
Deerfield Beach, FL 33442

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(Address of Principal Executive Offices)

(954) 389-8300

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(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13-e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



The use of the terms “we,” “us,” “our,” or “the Company” in this report shall be deemed to mean MDwerks, Inc and our subsidiaries MDwerks Global Holdings, Inc., Xeni Medical Systems, Inc., Xeni Financial Services, Corp., Xeni Medical Billing, Corp. and Patient Payment Solutions, Inc.

Item 3.03

On December 18, 2008, we were given Notice of Withdrawal of Representation by our outside counsel due to a conflict of interest. On December 19, 2008, our now former outside counsel advised our transfer agent, Corporate Stock Transfer, of their resignation as counsel and their withdrawal of their standing opinion issued on December 6, 2006 regarding the Notice of Effectiveness of Registration Statement.

Management is conducting a search for new counsel, which it hopes to retain within the next 30 days, and will provide any additional disclosure required to be made as a result of the change of counsel or withdrawal of the standing opinion of counsel issued on December 6, 2006.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

MDWERKS, INC.

Dated: December 24, 2008

By: /s/ Howard B. Katz  
Howard B. Katz  
Chief Executive Officer

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