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FLEXXTECH CORP
Form S-8
July 29, 2003

As filed with the Securities and Exchange Commission on July 29, 2003

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NETWORK INSTALLATION CORPORATION
F/K/A FLEXXTECH CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|------------------------------------------------------|-----------------------------|--------------------------------------|
| Nevada | 000-25499 | 88-0390360 |
| ----- | ----- | ----- |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

18 Technology Dr., Suite 140A
Irvine, CA 92618
Telephone: (949) 753-7551
Facsimile: (949) 753-7499

(Address of principal executive offices) (Zip Code)

Directors' Agreements with Michael Novelli,
Michael Cummings, Douglas Leighton and Theodore Smith

(Full title of the plan)

Michael Cummings
President
18 Technology Dr., Suite 140A
Irvine, CA 92618
Telephone: (949) 753-7551
Facsimile: (949) 753-7499

(Name and Address of Agent for Service) (Zip Code)

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NETWORK INSTALLATION CORPORATION

CALCULATION OF REGISTRATION FEE

| Title of Securities To Be Registered | Proposed Maximum Amount To Be Registered (1) | Proposed Offering Per Share (2) | Maximum Aggregate Offering Price |
|-------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------|-------------------------------------------|
| Common Stock, par value ..001 per share | 400,000 | 0.705 | \$ 282 |