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FLEXXTECH CORP Form S-8 July 29, 2003

Incorporation)

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 $F/K/A \quad FLEXXTECH \quad CORPORATION \\ (Exact \quad name \quad of \quad registrant \quad as \quad specified \quad in \quad its \quad charter)$

Nevada 000-25499 88-0390360

(State or Other (Commission (IRS Employer Jurisdiction of File Number) 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	Proposed Maximum Amount To Be Registered (1)	Proposed Offering Per Share (2)	Maximum Aggregate Offering Price
Common Stock, par value001 per share	400,000	0.705	\$ 282