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FLEXXTECH CORP  
Form SB-2  
October 16, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM SB-2  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
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NETWORK INSTALLATION CORPORATION  
(Name of small business issuer in its charter)

Nevada -----	7389 -----	88-0390360 -----
(State or jurisdiction of incorporation or Organization	(Primary Standard Industrial Classification Code Number)	I.R.S. Employer Identification No.

18 Technology Drive, Suite 140A, Irvine, CA 92618  
Telephone: (949)753-7551

-----  
(Address and telephone number of principal executive offices)

18 Technology Drive, Suite 140A, Irvine, CA 92618  
Telephone: (949)753-7551

-----  
(Address of principal place of business or intended principal place of business)

Michael Cummings  
Chief Executive Officer  
18 Technology Drive  
Suite 140A  
Irvine, CA 92618  
(949) 753-7551

-----  
(Name, address and telephone number of agent for service)

Copy to:

Amy M. Trombly  
80 Dorcar Road  
Newton, MA 02459  
(617) 243-0850

Approximate date of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under

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the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. [ ]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box. [X]

### CALCUATION OF REGISTRATION FEE

Title of each . . . Class of securities. To be registered. . .	Dollar Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, ..001 Par Value. . .	1,625,000	3.23	5,248,750	\$424.62

(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Act"), this registration statement shall be deemed to cover additional securities that may be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) The price of \$3.20 per share, which was the average of the high and low prices of the Registrant's Common Stock, as reported on the Over-The-Counter Bulletin Board on October 9, 2003 is set forth solely for purposes of calculating the registration fee pursuant to Rule 457(c) of the Securities Act of 1933, as amended.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is declared effective. This prospectus is not an offer to sell these securities, and we are not soliciting offers to buy these securities, in any state where the offer or sale is not permitted.

PROSPECTUS

NETWORK INSTALLATION CORPORATION  
OFFERING UP TO 1,625,000 COMMON SHARES

This prospectus relates to the resale of up to 1,625,000 shares of our common

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stock by current stockholders and by C.C.R.I. who may acquire our common stock pursuant to the exercise of warrants and by Preston Capital Partners, LLC, which will become a stockholder pursuant to a "put right" under an Investment Agreement, also referred to as an Equity Line of Credit, that we have entered into with Preston Capital. That Investment Agreement permits us to "put" up to \$2.5 million in shares of our common stock to Preston Capital. We are not selling any securities in this offering and therefore will not receive any proceeds from this offering. We will, however, receive proceeds from the sale of securities pursuant to our exercise of the put right and possible future exercise of the warrants held by C.C.R.I. All costs associated with this registration will be borne by us.

The selling shareholders consist of:

Dutchess Advisors, Ltd.	200,000	shares
Dutchess Private Equities Fund, LP	200,000	shares
Michael Cummings	100,000	shares
Marketbyte, LLC	125,000	shares
Preston Capital Partners, LLC	900,000	shares
C.C.R.I Corp.	100,000	shares

The shares of common stock are being offered for sale by the selling stockholders at prices established on the Over-the-Counter Bulletin Board or in negotiated transactions during the term of this offering. Our common stock is quoted on the Over-the-Counter Bulletin Board under the symbol NWIS.OB. On October 8, 2003, the last reported sale price of our common stock was \$3.15 per share.

Preston Capital is an "underwriter" within the meaning of the Securities Act of 1933, as amended, in connection with the resale of our common stock under the Investment Agreement. Preston Capital will pay us 95% of the average of the four lowest closing bid prices of the common stock during the five consecutive trading day period immediately following the date of our notice to them of our election to put shares pursuant to the Equity Line of Credit. The shares held by Dutchess Advisors, Ltd, Dutchess Private Equities Fund, L.P., Michael Cummings, and Marketbyte, LLC were issued by us in prior private placements. With the exception of Preston Capital, no other underwriter or person has been engaged to facilitate the sale of shares of our common stock in this offering.

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This investment involves a high degree of risk. You should purchase securities only if you can afford a complete loss.

SEE "RISK FACTORS" BEGINNING ON PAGE 4.

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You should rely only on the information provided in this prospectus or any supplement to this prospectus and information incorporated by reference. We have not authorized anyone else to provide you with different information. Neither the delivery of this prospectus nor any distribution of the shares of common stock pursuant to this prospectus shall, under any circumstances, create any implication that there has been no change in our affairs since the date of this prospectus.

Neither the Securities and Exchange Commission nor any state securities regulator has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. It is a criminal offense to make any representation to the contrary.

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Subject to Completion, the date of this prospectus is October 16, 2003.

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### PROSPECTUS SUMMARY

The following summary is qualified in its entirety by the more detailed information and financial statements, including the notes thereto, appearing elsewhere in this prospectus. Because it is a summary, it does not contain all of the information you should consider before making an investment decision. You should read the entire prospectus carefully, including the financial statements and the notes relating to the financial statements.

#### Our Company

We are a project engineering company that focuses on the implementation requirements of specialty communication systems, Wireless Fidelity, or Wi-Fi, deployment and fixed Wireless Local Area Networks, or WLANs. We offer the ability to integrate superior solutions across a vast majority of communication requirements.

We have a two-pronged approach to our business model. One is the continued focus on our core competency of project management in wired networking infrastructure, design, installation and support of communications solutions. Second, is to leverage that expertise in our pursuit of the infrastructure build-out of Wi-Fi and WLANs.

#### How to Contact Us

Our executive offices are located at 18 Technology Drive, Suite 140A, Irvine, CA 92618. Our phone number is (949) 753-7551.

#### Sales By Our Selling Stockholders

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This prospectus relates to the resale of up to 1,625,000 shares of our common stock by four stockholders, C.C.R.I who may acquire shares of our common stock by exercising warrants and Preston Capital, who will become a stockholder pursuant our Investment Agreement.

The table below sets forth the shares that we are registering pursuant to the Registration Statement to which this prospectus is a part:

Stockholder -----	Number of Shares(1) -----
Dutchess Advisors, Ltd.	200,000 shares
Dutchess Private Equities Fund, LP	200,000 shares
Michael Cummings	100,000 shares
Marketbyte, LLC	125,000 shares
Preston Capital Partners, LLC	900,000 shares
C.C.R.I Corp.	100,000 shares
Total common stock being registered	1,625,000 shares

(1) For the purpose of determining the number of shares subject to registration with the Securities and Exchange Commission, we have assumed that we will issue not more than 900,000 shares pursuant to the exercise of our put right under the Investment Agreement, although the number of shares that we will actually issue pursuant to that put right may be more than or less than 900,000, depending on the trading price of our common stock. We currently have no intent to exercise the put right in a manner that would result in our issuance of more than 900,000 shares, but if we were to exercise the put right in that manner, we would be required to file a subsequent registration statement with the Securities and Exchange Commission and for that registration statement to be deemed effective prior to the issuance of any such additional shares.

The Investment Agreement we have with Preston Capital allows us to "put" to Preston Capital at least \$10,000, but no more than \$100,000. The purchase price for our common stock identified in the Put Notice shall be equal to 95% of the average of four lowest posted bid prices of our common stock during the five days after we deliver the put notice to Preston Capital.

C.C.R.I. holds two warrants to purchase our common stock. Warrant 101 allows C.C.R.I. to purchase up to a total of 50,000 shares of our common stock at an exercise price equal to \$5.00 per share. Warrant 102 allows C.C.R.I. to purchase up to a total of 50,000 shares of our common stock at an exercise price equal to \$7.50 per share. The Warrants expire five years after the date of their issuance.

### The Offering

Common stock offered	1,625,000 shares
Use of proceeds	We will not receive any proceeds from the sale by the selling stockholders of our common stock. We will receive proceeds from our Investment Agreement with Preston Capital and the exercise of warrants. See "Use of Proceeds."
Symbol for our common stock	Our common stock trades on the OTCBB Market under the symbol "NWIS.OB"

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Our Capital Structure and Shares Eligible for Future Sale

Shares of common stock outstanding as of September 30, 2003	12,616,330 (1)
Shares of common stock potentially issuable upon exercise of the put right to Preston Capital	900,000
Shares of common stock potentially issuable to C.C.R.I. upon exercise of the warrants	100,000
	-----
Total	13,616,330