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NETWORK INSTALLATION CORP

Form SB-2

July 27, 2004

FILE NO. _____

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

FORM SB-2
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NETWORK INSTALLATION CORPORATION
(Name of small business issuer in its charter)

| | | |
|--|---|--|
| Nevada ----- | 4899 ----- | 88-0394012 ----- |
| (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, California 92618
Telephone: (949)753-7551

(Address and telephone number of principal executive offices)

18 Technology Drive, Suite 140A, Irvine, California 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, California 92618
(949)753-7551

COPY TO:

Amy M. Trombly, Esq.
Trombly Business Law
1163 Walnut St., Ste. 7
Newton, MA 02461
(617) 243-0060

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

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

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for the same offering. []

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

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered | Proposed maximum offering price per unit | Proposed maximum aggregate offering price | Amount of Registration fee |
|--|-------------------------|--|---|----------------------------|
| Common Stock, \$.001 Par Value | 2,290,318 | \$3.03 | \$6,939,664 | \$879.00 |