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INSTITUTIONAL DEPOSITS CORP.(SR)

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Amend

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**AMENDMENT TO THE
SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
INSTITUTIONAL DEPOSITS CORP. ^(SR)**

Document Number of Corporation: P00000050170

Institutional Deposits Corp. ^(SR) (the "Corporation") was duly organized as a Florida corporation on May 22, 2000, pursuant to Articles of Incorporation which were duly filed with the Florida Secretary of State on that date. The Corporation subsequently amended and restated its then effective Articles of Incorporation by the filing of its Second Amended and Restated Articles of Incorporation with the Florida Secretary of State on January 26, 2005 (as amended on May 5, 2005 and May 16, 2005, the "Restated Articles of Incorporation"). The Restated Articles of Incorporation be and they are hereby further amended as follows:

1. The introductory paragraph of Article III(C) of the Restated Articles of Incorporation is amended in its entirety to read as follows:

"C: **SERIES A PREFERRED STOCK.** The Corporation is authorized to issue up to ~~two~~ Million Six Hundred Fifty Thousand (2,650,000) shares of Preferred Stock as "Series A Preferred Stock," which shall have the designations, voting powers, references and relative participating, optional and other special rights and qualifications, limitations and restrictions on such rights as follows:"

2. Section (C)(1)(a) of Article III of the Restated Articles of Incorporation is amended to add the following before the semicolon on the sixteen line of such section:

"or in the case of shares of Series A Preferred Stock that were originally issued with a related Warrant to purchase that number of shares of Common Stock equal to twenty percent (20%) of the number of shares of Series A Preferred Stock originally issued, a Warrant to purchase that number of shares of Common Stock equal to twenty percent (20%) of the number of Dividend Shares issued."

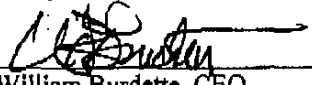
3. The definition of "Warrants" in Article IV of the Restated Articles of Incorporation is amended in its entirety to read as follows:

"Warrants" shall mean Common Stock Purchase Warrants in the form provided for in the applicable Securities Purchase Agreement between the Corporation and the initial purchasers of the applicable shares of Series A Preferred Stock."

The undersigned hereby certifies as of the date hereof that the foregoing amendments to the Restated Articles of Incorporation of the Corporation were duly approved and adopted by the unanimous written consent of the Directors of the Corporation, by a majority of the shareholders of the Corporation voting on an as converted basis and by the holders of more than 60% of the issued and outstanding shares of Series A Preferred Stock of the Corporation, all in accordance with the Florida Statutes and Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has caused this Amendment to the Second Amended and Restated Articles of Incorporation to be duly executed as of June 23, 2006.

INSTITUTIONAL DEPOSITS CORP. ^(SR)

By: 

William Burdette, CEO

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