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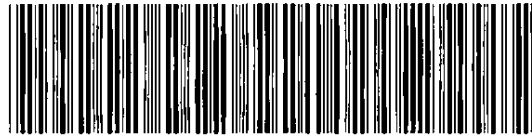
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Tallahassee, FL 32301  
Phone: 850-558-1500

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TALLAHASSEE, FL 32301

ACCOUNT NO. : I20000000195  
REFERENCE : 697240 7898831  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 78.75

ORDER DATE : June 22, 2017  
ORDER TIME : 9:34 AM  
ORDER NO. : 697240-010  
CUSTOMER NO: 7898831

ARTICLES OF MERGER

LACERTA THERAPEUTICS, INC.

INTO

LACERTA THERAPEUTICS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER  
*of*  
LACERTA THERAPEUTICS, INC.  
(a Florida corporation)  
*into*  
LACERTA THERAPEUTICS, INC.  
(a Delaware corporation)

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Pursuant to Sections 607.1108, 607.1107, 607.1105, 607.1104 and other applicable provisions of the Florida Business Corporation Act (the "FBCA"), these Articles of Merger provide as follows:

ARTICLE I  
State of Organization; Merging Entities

The name, entity type and state of organization of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>Entity Type</u>	<u>State of Organization</u>
Lacerta Therapeutics, Inc. ("Lacerta Therapeutics FL")	corporation	Florida
Lacerta Therapeutics, Inc. ("Lacerta Therapeutics DE")	corporation	Delaware

ARTICLE II  
Surviving Entity

Lacerta Therapeutics DE shall be the surviving entity.

ARTICLE III  
Plan of Merger

The Plan of Merger providing for the merger of Lacerta Therapeutics FL and Lacerta Therapeutics DE is attached hereto as Exhibit "A".

**ARTICLE IV**  
**Approval of the Plan of Merger**

In accordance with the applicable provisions of the FBCA, the Board of Directors of Lacerta Therapeutics FL adopted and approved the Plan of Merger on June 22, 2017, and the holders of a majority of the outstanding shares of the common stock of Lacerta Therapeutics FL have approved and adopted the Plan of Merger by written consent on June 22, 2017, pursuant to Section 607.0704 of the FBCA.

**ARTICLE V**  
**Effective Time**

These Articles of Merger shall become effective upon the later to occur of both the filing of these Articles of Merger with the Department of State of the State of Florida and the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

**ARTICLE VI**  
**Surviving Entity's Principal Office Address**

The principal office address of the surviving entity shall be:

Lacerta Therapeutics, Inc.  
12085 Research Drive  
Alachua, FL 32615

**ARTICLE VII**  
**Agent for Service of Process**

Lacerta Therapeutics DE, a Delaware corporation, as the surviving entity, hereby:

- (a) appoints the Secretary of State of the Florida Department of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of Lacerta Therapeutics FL.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed this 14 day of June, 2017.

**LACERTA THERAPEUTICS, INC.**  
a Florida corporation

By: Nicholas Muzyczka  
Name: Nicholas Muzyczka  
Title: Chief Executive Officer

**LACERTA THERAPEUTICS, INC.**  
a Delaware corporation

By: Joseph Reddy  
Name: Joseph Reddy  
Title: Chief Executive Officer

**EXHIBIT A**  
**Plan of Merger**

[Attached]

**PLAN OF MERGER**  
*of*  
**LACERTA THERAPEUTICS, INC.,**  
a Florida corporation  
*into*  
**LACERTA THERAPEUTICS, INC.,**  
a Delaware corporation

THIS PLAN OF MERGER, dated as of June 22, 2017 (this "Plan of Merger"), is adopted by the undersigned members of the Board of Directors of Lacerta Therapeutics, Inc., a Florida corporation ("Lacerta Therapeutics FL"), with reference to the following facts:

A. Lacerta Therapeutics FL is a corporation organized and existing under the laws of the State of Florida, having been incorporated on July 31, 2015 in accordance with the Florida Business Corporation Act (the "FBCA").

B. Lacerta Therapeutics FL owns all of the outstanding capital stock of Lacerta Therapeutics, Inc., a corporation organized and existing under the laws of the State of Delaware ("Lacerta Therapeutics DE"), having been incorporated on June 12, 2017 in accordance with the Delaware General Corporation Law (the "DGCL").

C. The Board of Directors of Lacerta Therapeutics FL has determined that the reincorporation of Lacerta Therapeutics FL under the laws of the State of Delaware (the "Reincorporation") is in the best interests of Lacerta Therapeutics FL and its shareholders.

D. In order to effect the Reincorporation, the Board of Directors desires to adopt this Plan of Merger in accordance with Section 607.1104 of the FBCA, pursuant to which Lacerta Therapeutics FL will merge into Lacerta Therapeutics DE, and Lacerta Therapeutics DE will be the surviving corporation in such merger (the "Merger").

E. The Board of Directors of Lacerta Therapeutics DE intends that the Merger qualify as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

**ARTICLE I**  
**THE PARENT AND SUBSIDIARY CORPORATIONS**

1.1 The Parent Corporation. Lacerta Therapeutics FL is the parent corporation in the Merger. Lacerta Therapeutics FL is a corporation duly organized and existing under the laws of the State of Florida. Lacerta Therapeutics FL was incorporated under the laws of the State of Florida on July 31, 2015.

1.2 The Subsidiary Corporation. Lacerta Therapeutics DE is the subsidiary corporation in the Merger. Lacerta Therapeutics DE is a corporation duly organized and existing

under the laws of the State of Delaware. Lacerta Therapeutics DE was incorporated under the laws of the State of Delaware on June 12, 2017. All of the outstanding capital stock of Lacerta Therapeutics DE is owned by Lacerta Therapeutics FL.

## **ARTICLE II MERGER**

2.1 The Merger. Subject to the terms and conditions set forth in this Plan of Merger and in accordance with Section 607.1104 of the FBCA and Section 253 of the DGCL, at the Effective Time (as defined hereinafter), Lacerta Therapeutics FL shall be merged into Lacerta Therapeutics DE (the "Merger"), the separate existence of Lacerta Therapeutics FL shall cease and Lacerta Therapeutics DE shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation").

2.2 Filing and Effectiveness. Lacerta Therapeutics FL shall prepare and file: (a) Articles of Merger, in substantially the form attached hereto as Exhibit A (the "Articles of Merger"), with the Department of State of the State of Florida in accordance with Section 607.1104 of the FBCA; and (b) a Certificate of Ownership and Merger, in substantially the form attached hereto as Exhibit B (the "Certificate of Ownership and Merger"), with the Secretary of State of the State of Delaware in accordance with Section 253 of the DGCL. The Merger shall become effective upon the later to occur of both the filing of the Articles of Merger with the Department of State of the State of Florida and the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Time").

2.3 Effect of the Merger. At the Effective Time, the Merger shall have the effects set forth in Section 259 of the Delaware General Corporation Law and Section 607.1106 of the Florida Business Corporation Act.

2.4 Certificate of Incorporation; Bylaws. At the Effective Time, the Certificate of Incorporation and Bylaws of Lacerta Therapeutics DE as in effect immediately prior to the Effective Time shall become the Certificate of Incorporation and Bylaws of the Surviving Corporation.

2.5 Directors and Officers. The directors of Lacerta Therapeutics DE immediately prior to the Effective Time shall be the directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation. The officers of Lacerta Therapeutics DE immediately prior to the Effective Time shall be the officers of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation.

## **ARTICLE III CONVERSION OF SECURITIES AND EXCHANGE OF CERTIFICATES**

3.1 Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of Lacerta Therapeutics DE, Lacerta Therapeutics FL or the holders of any of the following securities:



(a) Conversion Generally. Each share of common stock of Lacerta Therapeutics FL ("Lacerta Therapeutics FL Common Stock") issued and outstanding immediately prior to the Effective Time (other than any shares of Lacerta Therapeutics FL Common Stock to be cancelled pursuant to Section 3.1(b)) shall be automatically converted, subject to this Section 3.1 and Section 3.2, into the right to receive one (1) share of common stock, par value \$0.0001 per share, of Lacerta Therapeutics DE ("Lacerta Therapeutics DE Common Stock"). At the Effective Time, all such shares of Lacerta Therapeutics FL Common Stock shall no longer be outstanding and shall automatically cease to exist, and each certificate previously representing any such shares shall thereafter represent only the right to receive the appropriate number of shares of Lacerta Therapeutics DE Common Stock, as set forth in this Section 3.1(a), and subject to the other provisions of this Section 3.1.

(b) Cancellation of Certain Shares

(i) Each share of Lacerta Therapeutics FL Common Stock held, immediately prior to the Effective Time, by Lacerta Therapeutics FL, Lacerta Therapeutics DE or any of their respective subsidiaries shall be canceled and extinguished without any conversion thereof, and no payment or other consideration shall be made or given with respect thereto.

(ii) Each share of Lacerta Therapeutics DE Common Stock held, immediately prior to the Effective Time, by Lacerta Therapeutics FL, or any of its respective subsidiaries shall be canceled and extinguished without any conversion thereof, and no payment or other consideration shall be made or given with respect thereto.

3.2 Exchange of Certificates

(a) Exchange Procedures. The holder of each certificate representing shares of Lacerta Therapeutics FL Common Stock (as of immediately prior to the Effective Time) (a "Certificate"), upon the surrender of such Certificate to Lacerta Therapeutics DE, shall be entitled to receive in exchange for such Certificate a certificate representing the number of shares of Lacerta Therapeutics DE Common Stock into which the shares of Lacerta Therapeutics FL Common Stock theretofore represented by such Certificate have been converted pursuant to Section 3.1(a), and such Certificate shall forthwith thereafter be cancelled. Each Certificate shall be deemed at all times from and after the Effective Time to represent only the right to receive, upon exchange as contemplated in this Section 3.2, the appropriate number of shares of Lacerta Therapeutics DE Common Stock into which the shares of Lacerta Therapeutics FL Common Stock formerly represented by such Certificate were converted in the Merger.

(b) Lost Certificates. If any Certificate shall have been lost, stolen or destroyed, person claiming such Certificate to be lost, stolen or destroyed shall be required to make an affidavit of that fact and agree to indemnify Lacerta Therapeutics DE for any losses and/or expenses that may be incurred as a result of such lost, stolen or destroyed Certificate.

3.3 Share Transfer Books. At the Effective Time, the share transfer books of Lacerta Therapeutics FL shall be closed, and, thereafter, there shall be no further registration of transfers of shares of Lacerta Therapeutics FL Common Stock theretofore outstanding on the records of Lacerta Therapeutics FL. From and after the Effective Time, the holders of certificates

representing shares of Lacerta Therapeutics FL Common Stock outstanding immediately prior to the Effective Time shall cease to have any rights with respect to such shares, except as otherwise provided herein or by applicable laws.

3.4 Notice to Shareholders of Lacerta Therapeutics DE. In accordance with Section 607.1104 of the FBCA, shareholders of Lacerta Therapeutics DE are hereby notified that they may be entitled, if they comply with the provisions of the FBCA regarding appraisal rights, to be paid the fair value of their shares of Lacerta Therapeutics DE Common Stock.

#### **ARTICLE IV MISCELLANEOUS**

4.1 Termination. This Plan or Merger may be terminated and the Merger may be abandoned at any time prior to the Effective Date, whether before or after shareholder approval of this Plan of Merger, by the consent of the Board of Directors of Lacerta Therapeutics FL.

4.2 Counterparts. This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one instrument.

4.3 Governing Law. This Plan of Merger shall be governed by the internal laws of the State of Florida.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned directors of Lacerta Therapeutics FL have executed this Plan of Merger on the respective dates set forth below.

Nicholas Muzyczka  
Nicholas Muzyczka  
Date: 6-14-2017

\_\_\_\_\_  
Arun Srivastava  
Date: \_\_\_\_\_

\_\_\_\_\_  
Barry J. Byrne  
Date: \_\_\_\_\_

\_\_\_\_\_  
Todd Golde  
Date: \_\_\_\_\_

Sergei Zolotukhin  
Sergei Zolotukhin  
Date: 6-14-2017

IN WITNESS WHEREOF, the undersigned directors of Lacerta Therapeutics FL have executed this Plan of Merger on the respective dates set forth below.

\_\_\_\_\_  
Nicholas Muzyczka

Date: \_\_\_\_\_

\_\_\_\_\_  


Barry J. Byrne

Date: 16 June 2017

\_\_\_\_\_  
Arun Srivastava

Date: \_\_\_\_\_

\_\_\_\_\_  
Todd Golde

Date: \_\_\_\_\_

\_\_\_\_\_  
Sergei Zolotukhin

Date: \_\_\_\_\_

IN WITNESS WHEREOF, the undersigned directors of Lacerta Therapeutics FL have executed this Plan of Merger on the respective dates set forth below.

\_\_\_\_\_  
Nicholas Muzyczka

Date: \_\_\_\_\_

Arun Srivastava

\_\_\_\_\_  
Arun Srivastava

Date: June 14, 2017

\_\_\_\_\_  
Barry J. Byrne

Date: \_\_\_\_\_

\_\_\_\_\_  
Todd Golde

Date: \_\_\_\_\_

\_\_\_\_\_  
Sergei Zolotukhin

Date: \_\_\_\_\_

IN WITNESS WHEREOF, the undersigned directors of Lacerta Therapeutics FL have executed this Plan of Merger on the respective dates set forth below.

\_\_\_\_\_  
Nicholas Muzyczka

Date: \_\_\_\_\_

\_\_\_\_\_  
Arun Srivastava

Date: \_\_\_\_\_

\_\_\_\_\_  
Barry J. Byrne

Date: \_\_\_\_\_

  
\_\_\_\_\_  
Todd Golde

Date: 6/18/17

\_\_\_\_\_  
Sergei Zolotukhin

Date: \_\_\_\_\_