



**HUTCHISON
& MASON
PLLC**

eleonard@hutchlaw.com

P99000005090

February 28, 2002

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Attn: Amendments Section
409 East Gaines Street
Tallahassee, FL 32399

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-03/01/02--01056--008
*****43.75 *****43.75

Re: *Applied Genetic Technologies Corporation (the "Corporation")*

Dear Sir or Madam:

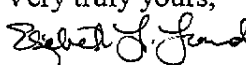
Enclosed for filing please find an original and one (1) copy of the Articles of Amendment to Restated Articles of Incorporation of the Corporation ("Articles of Amendment"). Also enclosed for the filing fee and certified copy of the Articles of Amendment is a check in the amount of \$43.75, made payable to Division of Corporations.

We request that you return the certified copy of the Articles of Amendment in the enclosed self-addressed envelope to:

Elizabeth L. Leonard
Hutchison & Mason PLLC
3110 Edwards Mill Road
Suite 100
Raleigh, North Carolina 27612

FILED
02 MAR -1 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you have any questions, please do not hesitate to contact me at (919) 829-4316.

Very truly yours,

Elizabeth L. Leonard
Corporate Paralegal

Enclosures
cc: Sue Washer

H&M: 104272.01

P99000005090
H&M Amend
cert copy
3-1-02

**ARTICLES OF AMENDMENT
TO
RESTATED ARTICLES OF INCORPORATION
OF
APPLIED GENETIC TECHNOLOGIES CORPORATION**

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02 MAR - 1 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of Section 607.1006, Florida Statutes, Applied Genetic Technologies Corporation, a corporation existing under the laws of the State of Florida (the "Corporation"), does hereby amend its Restate Articles of Incorporation:

FIRST: Amendments adopted:

The Restated Articles of Organization of the Corporation are hereby amended as follows:

- a. By deleting **Article II** in its entirety and inserting the following new first paragraph of Article II in lieu thereof:

"PRINCIPAL OFFICE"

The address of the principal office of the Corporation is 12085 Research Drive, Suite 110, Alachua, Florida 32615."

- b. By deleting the **first paragraph of Article V** in its entirety and inserting the following new first paragraph of Article V in lieu thereof:

"CAPITAL STOCK"

"The total number of shares of all classes of capital stock which the Corporation has authority to issue is: Twenty-One Million Two Hundred Ninety Thousand Nine Hundred Sixty-Five (21,290,965), consisting of (i) Twenty Million Six Hundred Four Thousand One Hundred Sixty (20,604,160) shares of Common Stock, par value \$0.001 per share (the "Common Stock"), and (ii) Six Hundred Eighty-Six Thousand Eight Hundred Five (686,805) shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock")."

- c. By deleting **Section 3(d)(i)(4)(B) of Article V B.** in its entirety and inserting the following new Section 3(d)(i)(4)(B) of Article V B. in lieu thereof (exact changes from Restated Articles are in bold print):

[Article V B. 3(d)(i)(4)] “(B) to employees, officers or directors of, or consultants to, the Corporation pursuant to the stock option plan to be adopted by the Corporation, providing for the issuance of up to **1,373,610** shares of Common Stock, or such other employee stock purchase plans, stock option plans or the like that provide for the issuance of such number of shares of Common Stock as are specified in such plan or plans at such price per share as is specified therein, provided that each such plan is approved by the Board of Directors, including the directors elected by the Holders of Series A Preferred Stock for plans approved on or after August 7, 2001; all of such plans, options and grants shall be collectively referred to as the “Plans”.”

- d. By adding the following paragraph (F) to **Section 3(d)(i)(4) of Article V B.:**

[Article V B. 3(d)(i)(4)] “(F) pursuant to a nonqualified stock option granted to a shareholder of the Corporation to purchase 100,000 shares of Common Stock of the Corporation, as adjusted from time to time in its number, exercise price and class of share of stock subject to the option in the event of a stock dividend, stock split, reverse stock split, combination, reclassification, or like change in the capital structure of the Corporation.”

SECOND: If an amendment provides for an exchange, reclassification or cancellation or issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

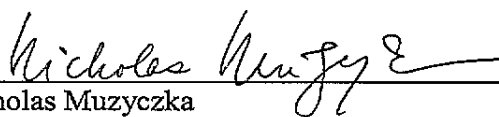
THIRD: The date of each amendment’s adoption is February 28, 2002.

FOURTH: Adoption of Amendments:

The amendments were adopted by the Board of Directors and were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 28th day of February, 2002.

**APPLIED GENETIC TECHNOLOGIES
CORPORATION**



Nicholas Muzyczka
President and CEO