

**CERTIFICATE OF AMENDMENT
OF SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF APPLIED GENETIC TECHNOLOGIES CORPORATION**

**Pursuant to Section 242
of the General Corporation Law of
the State of Delaware**

Applied Genetic Technologies Corporation (the "**Corporation**"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. The name of the Corporation is Applied Genetic Technologies Corporation.

2. By written consent in lieu of a meeting of the Board of Directors of the Corporation, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, a resolution was duly adopted, pursuant to Section 242 of the General Corporation Law of the State of Delaware, setting forth this Certificate of Amendment of Second Amended and Restated Certificate of Incorporation of the Corporation (the "**Certificate of Amendment**"), declaring said Certificate of Amendment to be in the best interest of the Corporation, and approving said Certificate of Amendment. The stockholders of the Corporation duly approved said proposed Certificate of Amendment by written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware. The text of the Certificate of Amendment is as follows:

The Second Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by:

1. Deleting Section A of Article IV in its entirety and inserting the following in lieu thereof:

"A. The Company is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Company is authorized to issue is Ninety Million Eight Hundred Ninety-One Thousand Four Hundred Seventy-Nine (90,891,479) shares, Sixty Million (60,000,000) shares of which shall be Common Stock (the "**Common Stock**") and Thirty Million Eight Hundred Ninety-One Thousand Four Hundred Seventy-Nine (30,891,479) shares of which shall be Preferred Stock (the "**Preferred Stock**"). The Preferred Stock shall have a par value of One Tenth of One Cent (\$0.001) per share and the Common Stock shall have a par value of One Tenth of One Cent (\$0.001) per share."

2. Deleting Section C of Article IV in its entirety and inserting the following in lieu thereof:

"C. Twenty-Eight Million Two Hundred Ninety-One Thousand Seven Hundred Forty-Nine (28,291,749) of the authorized shares of Preferred Stock are hereby designated "Series A-1 Preferred Stock" (the "**Series A-1 Preferred**") and Two Million Five Hundred Ninety-Nine Thousand Seven Hundred Thirty (2,599,730) of the authorized shares of Preferred Stock are hereby designated "Series A-1A Non-Voting Preferred Stock" (the "**Series A-1A Preferred**")."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Second Amended and Restated Certificate of Incorporation to be executed on its behalf by Susan B. Washer, its President and Chief Executive Officer on June 20, 2007.

/s/ Susan B. Washer

Susan B. Washer

President & Chief Executive Officer