

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/06/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sarepta Therapeutics, Inc.		06/06/2013	CORPORATION: OREGON

RECEIVING PARTY DATA

Name:	Sarepta Therapeutics, Inc.
Street Address:	215 First Street, Suite 7
City:	Cambridge
State/Country:	MASSACHUSETTS
Postal Code:	02142
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2457625	AVI BIOPHARMA
Registration Number:	3029587	CYTOPORTER
Registration Number:	2010338	NEUGENE
Registration Number:	4035384	PMOPLUS
Registration Number:	4032006	PMOPLUS
Serial Number:	85126342	PMO-X
Serial Number:	85126350	PMO-X
Serial Number:	85643377	SAREPTA
Serial Number:	85643841	SAREPTA THERAPEUTICS
Serial Number:	85824692	SAREPTA
Serial Number:	85824699	SAREPTA THERAPEUTICS
Serial Number:	85577312	ACLIVATE

CORRESPONDENCE DATA **TRADEMARK**

CH \$315.00 2457625

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 650-493-9300

Email: trademarks@wsgr.com

Correspondent Name: Aaron Hendelman

Address Line 1: Wilson Sonsini Goodrich & Rosati

Address Line 2: 650 Page Mill Road

Address Line 4: Palo Alto, CALIFORNIA 94304

ATTORNEY DOCKET NUMBER:	40239-900 (ALBU)
NAME OF SUBMITTER:	Aaron Hendelman
Signature:	/Aaron Hendelman/
Date:	09/13/2013

Total Attachments: 8

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "SAREPTA THERAPEUTICS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:


RESTATED CERTIFICATE, FILED THE SIXTH DAY OF JUNE, A.D. 2013, AT 1:08 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE SIXTH DAY OF JUNE, A.D. 2013, AT 1:17 O'CLOCK P.M.

5345340 8100X

131079998




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0729698

DATE: 09-12-13

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 005111 FRAME: 0580

SAREPTA THERAPEUTICS, INC.

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

Sarepta Therapeutics, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, hereby certifies as follows:

FIRST: The name of this corporation is Sarepta Therapeutics, Inc. and the original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 5, 2013.

SECOND: The Amended and Restated Certificate of Incorporation in the form of Exhibit A attached hereto has been duly adopted in accordance with the provisions of Sections 242, 245 and 228 of the General Corporation Law of the State of Delaware.

The text of the Certificate of Incorporation is hereby amended and restated to read in its entirety as set forth in Exhibit A attached hereto.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been signed this 6th day of June, 2013.

SAREPTA THERAPEUTICS, INC.

/c/ Christopher Garabedian
Christopher Garabedian,
President and Chief Executive Officer

EXHIBIT A
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
SAREPTA THERAPEUTICS, INC.
(a Delaware corporation)

ARTICLE I

The name of the corporation is Sarepta Therapeutics, Inc. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law").

ARTICLE IV

A. This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares that the Corporation is authorized to issue is Fifty-Three Million Three Hundred Thirty-Three Thousand Three Hundred Thirty-Three (53,333,333) shares, consisting of Fifty Million (50,000,000) shares of which shall be Common Stock and Three Million Three Hundred Thirty-Three Thousand Three Hundred Thirty-Three (3,333,333) shares of which shall be Preferred Stock. The Common Stock shall have a par value of \$0.0001 per share and the Preferred Stock shall have a par value of \$0.0001 per share.

B. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "Board of Directors") is hereby authorized, by filing a certificate (a "Certificate of Designation") pursuant to the Delaware General Corporation Law, to fix or alter from time to time the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions of any wholly unissued series of Preferred Stock, and to establish from time to time the number of shares constituting any such series or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the

foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE V

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

A. (1) The management of the business and the conduct of the affairs of the Corporation shall be vested in the Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed exclusively by one or more resolutions adopted from time to time by the Board of Directors.

(2) When there are six or more positions on the Board of Directors, those positions shall be divided into two equal or nearly equal classes, denoted Class I and Class II. In even years, stockholders will elect directors to fill all Class I positions and in odd years stockholders will elect directors to fill all Class II positions.

Notwithstanding the foregoing provisions of this Article V(A), each director shall serve until his or her successor is duly elected and qualified or until his or her death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

(3) The Board of Directors or any individual director may be removed from office at any time with cause by the affirmative vote of the holders of a majority of the voting power of all the then-outstanding shares of voting stock of the Corporation entitled to vote at an election of directors (the "Voting Stock"). The Board of Directors or any individual director may not be removed from office without cause.

(4) Any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other causes and any newly created directorships resulting from any increase in the number of directors shall, unless the Board of Directors determines by resolution that any such vacancies or newly created directorships shall be filled by the stockholders, except as otherwise provided by law, be filled only by the affirmative vote of a majority of the directors then in office, even though less than a quorum of the Board of Directors, and not by the stockholders. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such director's successor shall have been elected and qualified.

B. (1) Subject to Article X of the Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal Bylaws of the Corporation. Notwithstanding the foregoing, the Bylaws of the Corporation may be rescinded, altered, amended or repealed in any respect by the affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of all the then-outstanding shares of the Voting Stock.

(2) The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

(3) Subject to the rights of the holders of any series of Preferred Stock or any other class of stock or series thereof having a preference over the Common Stock as to dividends or upon liquidation, any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of the stockholders of the Corporation, and the taking of any action by written consent of the stockholders in lieu of a meeting of the stockholders is specifically denied.

(4) Special meetings of the stockholders of the Corporation may be called at any time by the president or the Board of Directors. A special meeting of the stockholders may be called by the president (or in the event of absence, incapacity or refusal of the president, by the secretary or any other officer) at the request of the holders of not less than one-tenth of all the outstanding shares of the Corporation entitled to vote at the meeting. The requesting stockholders shall sign, date and deliver to the secretary a written demand describing the purpose or purposes for holding the special meeting. No business may be transacted at such special meeting other than the business specified in such notice to stockholders.

(5) Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

ARTICLE VI

A. To the maximum extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article VI to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended.

B. The Corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director, officer, employee or agent of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director, officer, employee or agent at the request of the Corporation or any predecessor to the Corporation.

C. Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of the Corporation's certificate of incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VII

The Corporation elects to be governed by Section 203 of the Delaware General Corporation Law (or any successor provision thereto).

ARTICLE VIII

The Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director or officer of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim against the Corporation arising pursuant to any provision of the Delaware General Corporation Law or this Certificate of Incorporation or the Bylaws of the Corporation, or (iv) any action asserting a claim against the Corporation governed by the internal affairs doctrine.

ARTICLE IX

Notwithstanding any other provisions of this Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any particular class or series of the Voting Stock required by law, this Certificate of Incorporation or any Certificate of Designation, the affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of all of the then-outstanding shares of the Voting Stock, voting together as a single class, shall be required to alter, amend or repeal Articles V, VI, VII and VIII.

ARTICLE X

This Certificate of Incorporation shall be effective as of June 6, 2013.

* * * *

CERTIFICATE OF MERGER

MERGING

Sarepta Therapeutics, Inc.

(an Oregon corporation)

WITH AND INTO

Sarepta Therapeutics, Inc.

(a Delaware corporation)

In accordance with Section 252 of the Delaware General Corporation Law, Sarepta Therapeutics, Inc., a Delaware corporation, DOES HEREBY CERTIFY as follows:

(1) The name and state of incorporation of the constituent corporations are Sarepta Therapeutics, Inc., a Delaware corporation (the "Company"), and Sarepta Therapeutics, Inc. an Oregon corporation ("Parent");

(2) An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252(c) of the Delaware General Corporation Law;

(3) The name of the Company, which shall be the surviving corporation, shall be Sarepta Therapeutics, Inc., a Delaware corporation;

(4) The Certificate of Incorporation of the surviving corporation as currently filed with the Secretary of State of the State of Delaware shall be its Certificate of Incorporation;

(5) A copy of the executed agreement of merger is on file at the offices of the Company, the address of which is 215 First Street, Suite 7, Cambridge, MA 02142;

(6) A copy of the agreement of merger will be furnished by the Company, upon request and without cost to any stockholder of Parent or the Company; and

(7) Parent, the only constituent corporation that is not a Delaware corporation, has a total authorized capital stock of 53,333,333 shares, of which 50,000,000 are designated as Common Stock, par value \$0.0001 per share, and 3,333,333 are designated as Preferred Stock, par value \$0.0001 per share.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has signed his name and affirmed that this instrument is the act and deed of the corporation and that the statements herein are true, under penalties of perjury, this 6th day of June, 2013.

SAREPTA THERAPEUTICS, INC.
(a Delaware corporation)

By: /s/ Christopher Garabedian
Christopher Garabedian
President and Chief Executive Officer