

Florida Department of State  
Division of Corporations  
Public Access System

## Electronic Filing Cover Sheet

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## To:

Division of Corporations  
Fax Number : (850) 617-6380

## From:

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## REGISTERED AGENT CHANGE

PETRO OPERATING COMPANY HOLDINGS, INC.

Certificate of Status	0
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Corporate Filing Menu

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**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH  
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Florida \_\_\_\_\_ in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Petro Operating Company Holdings, Inc.  
2. The principal office address: 15415 Katy Freeway 800  
Houston, TX 77094  
3. The mailing address (if different): \_\_\_\_\_

4. Date of incorporation/qualification: 01/16/1998 Document number: P98000004932

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State: (If resigned, enter resigned)

Capital Connection, Inc.  
417 E. Virginia St.  
Tallahassee, FL 32301

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

C T Corporation System  
c/o C T Corporation System, 1200 South Pine Island Road  
(P.O. Box NOT acceptable)  
Plantation, Florida 33324

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

Breanna Fair  
(Signature of an officer or director)

Breanna Fair, Special Assistant Secretary  
(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

By: [Signature]  
(Signature of Registered Agent)

10/7/08  
(Date)

If signing on behalf of an entity:

E.A. Wallace  
Assistant Secretary  
(Printed or typed name and title)

\*\*\* FILING FEE: \$35.00 \*\*\*

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE  
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314  
CR2E045 (8/05)

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TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS

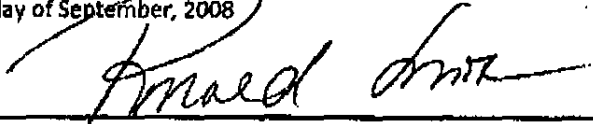
**POWER OF ATTORNEY**

**NOTICE IS HEREBY GIVEN THAT** Alta Mesa Services, L.P., Incorporated under the laws of Texas (Limited Partnership), does hereby appoint Stephanie Allison, vice president, and Breanna Fair, assistant secretary, (but only in their roles as representatives of Corporation Trust (CT) as assistant secretary and vice president for the Corporation for the limited purpose authorized herein.

The Limited Partnership and the subsidiary entities, having taken all necessary steps to authorize the changes, hereby grants its vice president and assistant secretary the power to execute the documents necessary (i) to change the Corporation's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any state; and (ii) to execute and file qualification documents on behalf of the Limited Partnership and its subsidiary entities, in each case, however, only to the extent authorized to do so by email or by fax from, or telephone conversation with, the Limited Partnership's General Counsel, contact information below:

Ronald J. Smith  
Controller  
Alta Mesa Holdings, LP  
15415 Katy Freeway, Suite 800  
Houston, Texas 77094  
Office: 281.943.5558  
Mobile: 713.553.5177

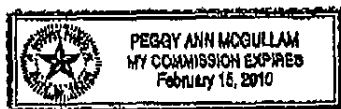
IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 29<sup>th</sup> day of September, 2008

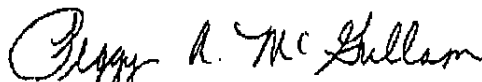


Name: Ronald J. Smith  
Title: Controller

Company Name: Alta Mesa Holdings, LP  
State of Texas  
County of Harris

Subscribed and sworn to before me this 29<sup>th</sup> day of September, 2008



  
Notary Public Signature  
Peggy A. McGullam