

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
ALTA MESA HOLDINGS, LP  
a Texas limited partnership**

1. Name of Partnership: Alta Mesa Holdings, LP
2. Address of Principal Office: 6200 Highway 6 South, Suite 201  
Houston, Texas 77083
3. Name and Address of  
Registered Agent and  
Registered Office: Harlan H. Chappelle  
6200 Highway 6 South, Suite 201  
Houston, Texas 77083
4. General Partner:  
  
Name: Alta Mesa Holdings GP, LLC  
  
Mailing Address: 6200 Highway 6 South, Suite 201  
Houston, Texas 77083  
  
Street Address: 6200 Highway 6 South, Suite 201  
Houston, Texas 77083
5. Other Matters: The General Partner has determined not to include  
any other matters.

EXECUTED on the 26 day of September, 2005.

**GENERAL PARTNER:**

**Alta Mesa Holdings GP, LLC,**  
a Texas limited liability company

By: /s/ Michael E. Ellis

Michael E. Ellis,  
Manager