



such security holder owning a substantial amount of securities. Dataram Corporation's Certificate of Incorporation and By-Laws do not contain any provisions which would have the effect of delaying, deterring or preventing a change in control of Dataram Corporation or that would operate only in respect to extraordinary corporate transaction involving Dataram Corporation, such as a merger, reorganization, tender offer, sale or transfer of substantially all assets or liquidations. Dividends are payable with respect to shares of Common Stock pro rata at the discretion of the Board of Directors.

Item 2. Exhibits.

List below all exhibits filed as a part of the registration statement:

Restated Certificate of Incorporation  
Incorporated by reference from Annual Report on Form 10-K  
for the period ending April 30, 1994, as Exhibit 3(a)

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

(Registrant) DATARAM CORPORATION  
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Date January 27, 2000  
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By MARK MADDOCKS  
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Mark Maddocks, Chief Financial Officer

\*Print the name and title of the signing officer under his signature.