

Commonwealth of Pennsylvania
Department of State
Corporation Bureau

3-1-69.29 718

ARTICLES
OF
INCORPORATION

In compliance with the requirements of the Business Corporation Law, 1933, as amended, the undersigned, all of whom are of full age and sound mind, do hereby certify:

that we are desiring that they may be incorporated as a corporation under the Business Corporation Law, approved the 5th day of May, A. D. 1933, of full age and sound mind, do hereby certify:

1. The name of the corporation is:

CHECKPOINT SYSTEMS, INC.

2. The location and post office address of its principal office in this Commonwealth is:

c/o Logistics Industries Corporation
Number Street

Principal office in this Commonwealth is:

12 So. 12th St. Phila., PA 19107
City County

3. The purpose or purposes of the corporation which

shall be organized under this Act are as follows: (**)

To have unlimited power to engage in and do any lawful business or activity in which corporations may be incorporated under the Business Corporation Law.

power to engage in and do any lawful business or activity in which corporations may be incorporated under the Business Corporation Law.

4. The term of its existence is: Perpetual.

5. The aggregate number of shares which the corporation shall have authority to issue is: (***)

One Thousand (1,000) of Common Stock having a Par Value of One Dollar (1.00) per share.

Common Stock having a Par Value of One Dollar (1.00) per share.

(*) One or more corporations or natural persons of full age and sound mind, do hereby certify that they are desiring that they may incorporate a business corporation under the provisions of this Act.

(**) It shall not be practicable or necessary to set forth in these Articles the purposes of the corporation, and the undersigned do hereby certify that they are desiring that they may incorporate a business corporation under the provisions of this Act.

(***) There should be set forth the number and par value of each class of shares to be authorized, and a statement of the special or relative rights granted to, or imposed upon, the shares of each class.

They are desiring that they may incorporate a business corporation under the provisions of this Act.

any powers conferred in Section 302 of the Act. of all shares having par value; the number of shares thereof. If the shares are to be divided into classes, preferences, qualifications, limitations, restrictions, and in the shares of each class.

FILING FEE - \$40.00

NOTE: Franchise Tax at the rate of 1/30th of 1% (\$2.00 per share) on the par value of the shares, computed by multiplying the number of shares of no par stock are authorized, then on the par value of the shares of par stock.

1,000 will be due and payable at the time of filing of this certificate and shall be paid in full at the time of filing of this certificate and shall be paid in full at the time of filing of this certificate.

ONLY A CLEARLY LEGIBLE ORIGINAL SHOULD BE FILED.

INITIAL SIGNATURE SHOULD BE IN BLACK INK.

FORM 1 (Rev. 1-1-69)

Exhibit 3(a)

3-1-69.29 719

6. The names and addresses of each of the first directors, who shall serve until the first annual meeting, are:

NAME	ADDRESS (including street and number, if any)
------	--

7. The names and addresses of each of the incorporators and the number and class of shares subscribed by each are:

NAME	ADDRESS (including street and number, if any)	NUMBER AND CLASS OF SHARES
Marie P. Horan	12th Flo. Packard Bldg. 15th and Chestnut Streets Philadelphia, PA 19102	-1-Common

IN TESTIMONY WHEREOF, the incorporators have signed and sealed these Articles of Incorporation this 15th day of July, 1969

(SEAL) *Marie P. Horan* (SEAL)

(SEAL) _____ (SEAL)

(SEAL) _____ (SEAL)

Approved and filed in the Department of State on the 15th day of July, A. D. 1969

Louis J. Kelly

Secretary of the Commonwealth
12th

NOTE: The Articles must be accompanied with registration statement, executed in triplicate, in the form prescribed by Section 305-B of the Act -- all of which shall be signed by an incorporator, as such.

ADDENDUM TO ARTICLES OF INCORPORATION

Page 1

Resolutions taken by the shareholders:

The number of shares voted in favor of the amendments was:

ARTICLE EIGHT:	<u>264,019</u>
ARTICLE NINE:	<u>219,285</u>
ARTICLE TEN:	<u>219,162</u>
ARTICLE ELEVEN:	<u>231,120</u>

The number of shares voted against the amendments was:

ARTICLE EIGHT:	<u>14,817</u>
ARTICLE NINE:	<u>27,683</u>
ARTICLE TEN:	<u>28,266</u>
ARTICLE ELEVEN:	<u>25,168</u>

Amendments adopted by the shareholders, set down as follows:

RESOLVED, that there be added an ARTICLE EIGHT to the Articles of Incorporation to read in its entirety as follows:

ARTICLE EIGHT. Commencing with the directors elected at the Annual Meeting of the Company in 1919, the directors of the Company shall be divided into three classes, Class I and Class II. There shall be one director in Class I, two directors in Class II and two directors in Class III. The initial classification of directors shall be made by the Board of Directors. The term of office of the initial Class I director shall expire at the Annual Meeting of Shareholders in 1920, the term of office of the initial Class II directors shall expire at the Annual Meeting of Shareholders in 1921, and the term of office of the initial Class III directors shall expire at the Annual Meeting of Shareholders in 1922. At each annual election of directors after 1922, the directors chosen to succeed those whose terms shall expire shall be elected as being of the same class as the directors they succeed and shall be elected for the term of office of the class of directors they succeed. Each director shall hold office until his successor is elected and qualified, or until his earlier resignation.

ARTICLE EIGHT may be repealed or amended only by the affirmative vote of a majority of the holders of at least 80% of the outstanding shares entitled to vote.

RIDER TO THE ARTICLES OF INCORPORATION
Page 2

RESOLVED, that there be added an ARTICLE NINE to the Articles of Incorporation of the Company, to read in its entirety as follows:

"ARTICLE NINE. The shareholders of the Company shall not have the right to cumulate their votes for the election of directors of the Company:

"This ARTICLE NINE may be repealed or amended only by the affirmative vote or written consent of the holders of at least 80% of the outstanding shares entitled to vote thereon."

RESOLVED, that there be added an ARTICLE TEN to the Articles of Incorporation of the Company, to read in its entirety as follows:

"ARTICLE TEN. The removal of a director or directors without cause shall require the affirmative vote or written consent of at least 80% of the outstanding shares entitled to vote thereon."

RESOLVED, that there be added an ARTICLE ELEVEN to the Articles of Incorporation of the Company, to read in its entirety as follows:

"ARTICLE ELEVEN. If the Board of Directors of the Company votes to approve a plan of merger by at least an 80% vote, then shareholder approval of the plan shall require only the affirmative vote or written consent of at least a majority of the outstanding shares entitled to vote thereon. However, if the Board of Directors votes to accept a plan of merger by less than an 80% vote, then shareholder approval of the plan shall require the affirmative vote or written consent of at least 80% of the outstanding shares entitled to vote thereon."

BLOCK

The actions taken by the shareholders:

the number of shares voted in favor of each amendment was:

- ARTICLE EIGHT-A: 1,185,100
- ARTICLE TWELVE: 2,857,200
- ARTICLE THIRTEEN: 1,345,100
- ARTICLE FORTYSEVEN: 2,347,600

the number of shares voted against each amendment was:

- ARTICLE EIGHT-A: 514,200
- ARTICLE TWELVE: 610,600
- ARTICLE THIRTEEN: 534,200
- ARTICLE FORTYSEVEN: 653,712

Amendments adopted by the shareholders, set forth in full, are as follows:

RESOLVED, that there be added an ARTICLE EIGHT-A to the Articles of Incorporation of the Company, to read in its entirety as follows:

ARTICLE EIGHT-A. In the event the number of directors of the Company is increased or decreased by a corporate reorganization, the number of directors in each Class created or abolished by such action shall be adjusted by the Board of Directors to such number as possible.

ARTICLE EIGHT-A may be repealed or amended only by the affirmative vote or consent of the holders of at least 50% of the outstanding shares entitled to vote thereon.

RESOLVED, that there be added an ARTICLE TWELVE to the Articles of Incorporation of the Company, to read in its entirety as follows:

ARTICLE TWELVE. If the Board of Directors of the Company votes to approve a plan of reorganization or the transfer of all or substantially all of the assets or disposition of the Company by at least an 80% vote, then notwithstanding approval of the plan, transfer or disposition, the affirmative vote or written consent of at least a majority of the shares entitled to vote thereon. However, if the Board of Directors votes to approve a plan of reorganization or transfer of all or substantially all of the assets or disposition of the Company by less than an 80% vote, then notwithstanding approval of the plan, transfer or disposition, the affirmative vote or written consent of at least 50% of the outstanding shares entitled to vote thereon.

Continued on page 2

RESOLVED, that there be added an ARTICLE THIRTEEN to the Articles of Incorporation of the Company, to read in its entirety as follows:

ARTICLE THIRTEEN. If the Board of Directors votes to approve a Business Combination (as defined below) with any Interested Shareholder (as defined below) by less than an affirmative vote of Disinterested Directors (as defined below) or if there are no Disinterested Directors on members of the Board of Directors, then shareholder approval of the Business Combination shall require the affirmative vote or written consent of at least 80% of the outstanding shares entitled to vote thereon, unless the Fair Market Value (as defined below) per share is equal to or greater than the highest price per share (with appropriate adjustments for debt, discounts and stock splits, stock dividends and like distributions) paid by the Interested Shareholder in acquiring any of its holdings of the Company's shares.

For the purposes of this ARTICLE THIRTEEN, the following terms shall have the following meanings:

(a) The term "Business Combination" shall mean any merger, consolidation, transfer of all or substantially all of the assets or dissolution of the Company in which shareholders are to receive cash, property, securities and/or other consideration for their shares.

(b) The term "Interested Shareholder" shall mean any individual, corporation, partnership or other person or entity which, together with its affiliates and associates (as those terms are defined on the date on which this amendment is adopted in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934), beneficially owns (as this term is defined on the date on which this amendment is adopted in Rule 13d-3 of the General Rules and Regulations under the Securities Exchange Act of 1934) in the aggregate 20% or more of the outstanding shares of the Company, and any affiliate or associate of any such individual, partnership, or other person or entity.

(c) The term "Disinterested Director" shall mean any member of the Board of Directors who is not affiliated with the Interested Shareholder and who was a member of the Board of Directors prior to the time that the Interested Shareholder became an Interested Shareholder, and any successor of a Disinterested Director who is not affiliated with the Interested Shareholder and is recommended to succeed a Disinterested Director by a majority of Disinterested Directors then on the Board of Directors.

(d) The term "Fair Market Value" shall mean the sum of the cash plus the fair market value of any property, securities and/or other consideration (as determined in good faith by the Disinterested Directors) to be received by the shareholders upon consummation of the Business Combination."

RESOLVED, that there be added an ARTICLE FOURTEEN to the Articles of Incorporation of the Company, to read in its entirety as follows:

ARTICLE FOURTEEN. Special meetings of the shareholders may be called at any time by the affirmative vote or written consent of at least 20% of the outstanding shares."