

---

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

---

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported):  
**July 5, 2006**

**UNIFIRST CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Massachusetts**

(State or Other Jurisdiction  
of Incorporation)

**1-8504**

(Commission File Number)

**04-2103460**

(I.R.S. Employer  
Identification No.)

**68 Jonspin Road  
Wilmington, Massachusetts 01887  
(978) 658-8888**

(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: **(978) 658-8888**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
- 

**TABLE OF CONTENTS**

[Item 8.01. Other Events.](#)

[Item 9.01. Financial Statements and Exhibits.](#)

[SIGNATURES](#)

[Exhibit Index](#)

[EX-3.1 - Restated Articles of Incorporation dated April 11, 1983](#)

[EX-3.2 - Articles of Amendment dated January 13, 1988](#)

[EX-3.3 - Articles of Amendment dated January 21, 1993](#)

[EX-3.4 - By-Laws](#)

[EX-4.1 - Specimen Stock Certificate for Shares of Common Stock](#)

---

[Table of Contents](#)

**Item 8.01. Other Events.**

UniFirst Corporation (the “Company”) is re-filing with the Securities and Exchange Commission (the “Commission”) its Restated Articles of Organization dated April 11, 1983, its Articles of Amendment dated January 13, 1988 and its Articles of Amendment dated January 21, 1993, all pursuant to Item 10(d) of Regulation S-K. A copy of the Company’s Restated Articles of Organization dated April 11, 1983, Articles of Amendment dated January 13, 1988 and Articles of Amendment dated January 21, 1993 are attached hereto as Exhibits 3.1, 3.2 and 3.3, respectively, and are incorporated herein by reference.

The Company is also re-filing with the Commission its By-laws and its specimen stock certificate for shares of its Common Stock, each pursuant to Item 10(d) of Regulation S-K. A copy of the Company’s By-laws and its specimen stock certificate for shares of its Common Stock are attached hereto as Exhibits 3.4 and 4.1, respectively, and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
3.1*	Restated Articles of Organization dated April 11, 1983
3.2*	Articles of Amendment dated January 13, 1988
3.3*	Articles of Amendment dated January 21, 1993
3.4*	By-laws
4.1*	Specimen Stock Certificate for Shares of Common Stock

---

\* Filed herewith

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: July 5, 2006

UNIFIRST CORPORATION

By: /s/ Ronald D. Croatti  
Name: Ronald D. Croatti  
Title: Chairman of the Board, Chief Executive Officer and  
President

By: /s/ John B. Bartlett  
Name: John B. Bartlett  
Title: Senior Vice President and Chief Financial Officer

---

**Exhibit Index**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
3.1*	Restated Articles of Organization dated April 11, 1983
3.2*	Articles of Amendment dated January 13, 1988
3.3*	Articles of Amendment dated January 21, 1993
3.4*	By-laws
4.1*	Specimen Stock Certificate for Shares of Common Stock

---

\* Filed herewith

FEDERAL IDENTIFICATION  
NO. 04-2103-460

THE COMMONWEALTH OF MASSACHUSETTS

MICHAEL JOSEPH CONNOLLY  
Secretary of State  
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

RESTATED ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 156B, SECTION 74

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the restated articles of organization. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We, Aldo A. Croatti, President, and William H. Gorham, Clerk of Interstate Uniform Services Corporation located at 15 Olympia Avenue, Woburn, Massachusetts 01801 do hereby certify that the following restatement of the articles of organization of the corporation was duly adopted at a meeting held on April 11, 1983, by vote of 1,357,440 shares of Common Stock out of 1,357,440 shares outstanding, being at least two-thirds of each class of stock outstanding and entitled to vote and of each class or series of stock adversely affected thereby:

- 1. The name by which the corporation shall be known is:

Interstate Uniform Services Corporation

- 2. The purposes for which the corporation is formed are as follows:

To engage in the business of operating a uniform rental service and a commercial and industrial laundry, cleaning and decontamination establishment in all its aspects; and in general to carry on any business permitted by the laws of the Commonwealth of Massachusetts to a corporation organized under Chapter 156B of the Massachusetts General Laws.

- 3. The total number of shares and the par value, if any, of each class of stock which the corporation is authorized to issue is as follows:

CLASS OF STOCK -----	WITHOUT PAR VALUE		WITH PAR VALUE	
	NUMBER OF SHARES -----		NUMBER OF SHARES -----	PAR VALUE -----
Preferred			2,000,000	\$1.00
Common			20,000,000	\$0.10

- 4. If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting

powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established:

See attached Sheet 4A

5. The restrictions, if any, imposed by the articles of organization upon the transfer of shares of stock of any class are as follows:\*

None

6. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

See attached Sheets 6A-6F

\*We further certify that the foregoing restated articles of organization effect no amendments to the articles of organization of the corporation as heretofore amended, except amendments to the following articles 3, 4 and 6.

(\*If there are no such amendments, state "None.")

Briefly describe amendments in space below:

The number of authorized shares of Common stock is increased to 20,000,000. A new class of Preferred stock has been authorized.

Provisions relating to the manner in which a "Business Combination" can be effected have been added.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this 11th day of April, in the year 1983.

/s/ Aldo A. Croatti

-----  
President

/s/ William H. Gorham

-----  
Clerk

THE COMMONWEALTH OF MASSACHUSETTS  
RESTATED ARTICLES OF ORGANIZATION  
(General Laws, Chapter 156B, Section 74)

I hereby approve the within restated articles of organization and, the filing fee in the amount of \$9,225.00 having been paid, said articles are deemed to have been filed with me this 12th day of April, 1983.

/s/ Michael Joseph Connolly  
MICHAEL JOSEPH CONNOLLY  
Secretary of State

TO BE FILLED IN BY CORPORATION  
PHOTO COPY OF RESTATED ARTICLES OF ORGANIZATION TO BE SENT

TO: Linda Joyce Hodge, Esq.  
Goodwin, Procter & Hoar  
28 State Street  
Boston, MA 02109  
Telephone: (617) 523-5700

Article 4A. DESCRIPTION OF CLASSES OF STOCK

I. Two classes of stock are authorized: Common Stock having a par value of \$.0.10 per share and Preferred Stock having a par value of \$1.00 per share. Stock of any class or series authorized hereby or pursuant hereto may be issued from time to time by authority of the Board of Directors for such consideration as from time to time may be fixed by vote of the Board of Directors providing for the issue of such stock.

II. The Preferred Stock may be divided into two or more series. The Board of Directors may, from time to time, establish and designate the different series and the variations in the relative rights and preferences as between the different series as provided in Section III hereof, but in all other respects all shares of the Preferred Stock shall be identical. In the event that at any time the Board of Directors shall have established and designated only one series of Preferred Stock, or two or more series of Preferred Stock, consisting of a number of shares less than all of the authorized shares of Preferred Stock, the remaining authorized shares of Preferred Stock not being a part of any such designated series shall be deemed to be shares of an undesignated series of Preferred Stock until designated by the Board of Directors as being a part of any series theretofore, or when being, established by the Board of Directors.

III. The Board of Directors is hereby expressly authorized, subject to the provisions of this description of classes of

stock, to establish one or more series of Preferred Stock and, with respect to each series, to fix and determine by vote providing for the issue of such series:

- (a) the number of shares to constitute such series and the distinctive designation thereof;
- (b) the dividend rate on the shares of such series and the dividend payment dates;
- (c) whether or not the shares of such series shall be redeemable, and, if redeemable, the redemption prices which the shares of such series shall be entitled to receive and the terms and manner of redemption;
- (d) the preferences, if any, and the amounts which the shares of such series shall be entitled to receive and all other special or relative rights of the shares of such series, upon the voluntary and involuntary dissolution of, or upon any distribution of the assets of, the corporation;
- (e) whether or not the shares of such series shall be subject to the operation of a retirement, sinking or purchase fund or funds to be applied for redemption of such shares and, if such retirement, sinking or purchase fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;
- (f) whether or not the shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes of stock of the corporation and the conversion price or prices or ratio or ratios or the rate or rates

at which such exchange may be made, with such adjustments, if any, as shall be stated in such vote;

(g) whether or not the shares of such series shall have voting rights, and, if so, the conditions under which the shares of such series shall vote as a separate class; and

(h) such other designations, preferences and relative, participating, optional or other special rights and qualifications; limitations or restrictions of such series to the full extent now or hereafter permitted by the laws of the Commonwealth of Massachusetts.

Notwithstanding the fixing of the number of shares constituting a particular series, the Board of Directors may at any time there after authorize the issuance of additional shares of the same series.

IV. Holders of Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, but only out of funds legally available for the payment of dividends, cash dividends at the annual rates fixed by the Board of Directors for the respective series, payable on such dates in each year as the Board of Directors shall fix for the respective series as provided in subsection III(b) (hereinafter referred to as "dividend dates"). Until all accrued dividends on all series of Preferred Stock shall have been declared and set apart for payment through the last preceding dividend date set for all holders of any other class of stock of the corporation, other than a dividend payable

in Common Stock of the corporation. Dividends on shares of Preferred Stock of any series shall accumulate from and after the day on which such shares are issued, but arrearages in the payment thereof shall not bear interest. No dividend shall be declared and set apart for payment on any series of Preferred Stock in respect of any dividend period unless there shall likewise be declared



and set apart for payment on all shares of Preferred Stock of each series at the time outstanding such dividends as would be payable on the said shares through the last preceding dividend date if all dividends were declared and paid in full. Nothing herein contained shall be deemed to limit the right of the corporation to purchase or otherwise acquire at any time any shares of its capital stock; provided that no shares of capital stock shall be purchased or redeemed (a) at any time when accrued dividends on any series of Preferred Stock remain unpaid for any period to and including the last preceding dividend date, or (b) in contravention of the provisions of the next paragraph of this Section IV.

In addition to and notwithstanding the provisions of the preceding paragraph of this Section IV,

(a) no dividend shall be paid on any shares of any class of stock of the corporation other than Preferred Stock, and

(b) no shares of any class of stock of the corporation other than Preferred Stock shall be purchased or redeemed

if the effect thereof would be to reduce the capital and surplus

of the corporation below an amount equal to the preferential amount payable on all then outstanding shares of Preferred Stock corporation upon the dissolution of, or the distribution of the assets of, the corporation; but neither the corporation nor any director shall, unless otherwise provided by law, have any obligation or liability to any holder of Preferred Stock for any such dividend on or purchase or redemption of stock other than Preferred Stock if made or authorized in good faith in the reasonable belief that the effect thereof would not be to reduce the capital and surplus of the corporation to such an extent.

For purposes of this description of classes of stock, and of any vote fixing the terms of any series of Preferred Stock, the amount of dividends "accrued" on any shares of Preferred Stock of any series as at any dividend date shall be deemed to be the amount of any unpaid dividends accumulated thereon to and including such dividend date, whether or not earned or declared, and the amount of dividends "accrued" on any share of Preferred Stock of any series as at any date other than a dividend date shall be calculated as the amount of any unpaid dividends accumulated thereon to and including the last preceding dividend date whether or not earned or declared, plus an amount computed, on the basis of 360 days per annum, for the period after such last preceding dividend date to and including the date as of which the calculation is made at the annual dividend rate fixed for the shares of such series.

V. Upon the dissolution of the corporation, or upon any distribution of its assets pursuant to a plan of liquidation,

before any payment or distribution of the assets of the corporation shall be made to or set apart for any other class of stock, the holders of Preferred Stock shall be entitled to payment of the amount of the preference payable upon such dissolution of, or distribution of the assets, the corporation fixed by the Board of Directors for the respective series as provided in subsection III(d). If upon any such dissolution or distribution, the assets of the corporation shall be insufficient to pay in full to the holders of the Preferred Stock the preferential amount aforesaid, then such assets, or the proceeds thereof, shall be distributed among the holders of each series of Preferred Stock ratably in accordance with the sums which would be payable on such distribution if all sums payable were discharged in full. The voluntary sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the corporation, the merger or consolidation of the corporation into or with any other corporation, or the merger of any other corporation into it, shall not be deemed to be a dissolution of, or a distribution of the assets of, the corporation, for the purpose of this Section V.

VI. In the event that and during the period in which any series of the Preferred Stock shall be redeemable, then, at the option of the Board of Directors, the corporation from time to time may redeem all or any part of the outstanding shares of such series at the redemption price and upon the terms and conditions fixed by the Board of Directors as provided in subsection III(c)

(the sum so payable upon any redemption of Preferred Stock being herein referred to as the "redemption price"); provided that not less than 30 days previous to the date fixed for redemption notice of the time and place thereof shall be mailed to each holder of record of the shares so to be redeemed at his address as shown by the records of the cooperation; and provided further that in the case of redemption of less than all of the outstanding shares of any series of Preferred Stock the shares to be redeemed shall be chosen by lot or in such equitable manner as may be prescribed by the Board of Directors. At any time after notice of redemption shall have been mailed as above provided but before the redemption date, the corporation may deposit the aggregate redemption price in trust with a bank or trust company in New York, New York, Boston, Massachusetts, or any other city in which the Company shall at that time maintain a transfer agency with respect to, any class of its stock; having capital, surplus and undivided profits of at least \$5,000,000, and named in such notice. Upon the making of such deposit, or if no such deposit is made then upon such redemption date (unless the corporation shall default in making payment of the redemption price), holders of the shares of Preferred Stock called for redemption shall cease to be stockholders with respect to such shares notwithstanding that any certificate for such shares shall not have been surrendered; and thereafter such shares shall no longer be transferable on the books of the corporation and such holders shall have no interest in or claim against the corpora-

tion with respect to said shares, including but not limited to the right to vote, except the right (a) to receive payment of the redemption price upon surrender of their certificates, or (b) to exercise on or before the date fixed for redemption such rights, if any, not theretofore expiring as such shares so called for redemption may have to be converted into, or to be exchanged for, shares of stock of another class or classes or of another series of the same class or classes of stock of the corporation. Any funds deposited in trust as aforesaid which shall not be required for such redemption, because of the exercise of any right of conversion or exchange subsequent to the date of such deposit or otherwise, shall be returned to the corporation forthwith. The corporation shall be entitled to receive from any such bank or trust company the interest, if any, allowed on any moneys deposited pursuant to this Section, and the holders of any shares so redeemed shall have no claim to any such interest. Any funds so deposited by the corporation and unclaimed at the end of five years from the date fixed for such redemption shall be repaid to the corporation upon its request, after which repayment the holders of such shares who shall not have made claim against such moneys prior to such repayment shall be deemed to be unsecured creditors of the corporation, but only for a period of two years from the date of such repayment (after which all rights of the holders of such shares as unsecured creditors or otherwise shall cease), for an amount equivalent to the amount deposited as above stated for the redemption of such shares and so repaid to the corporation, but shall in no event be entitled to any interest.

In order to facilitate the redemption of any shares of Preferred Stock, the Board of Directors is authorized to cause the transfer books of the corporation to be closed as to the shares to be redeemed.

VI. Any shares of Preferred Stock which shall at any time have been redeemed, or which shall at any time have been surrendered for conversion or

exchange or for cancellation pursuant to any retirement, sinking or purchase fund provisions with respect to any series of Preferred Stock, shall be retired and shall thereafter have the status of authorized and unissued shares of Preferred Stock undesignated as to series.

VIII. The Common Stock shall have exclusive voting power except as required by law and except to the extent the Board of Directors shall, at the time any series of Preferred Stock is established, determine that the shares of such series shall vote (i) together as a single class of shares of Common Stock and/or with shares of Preferred Stock (or one or more other series thereof) on all or certain matters presented to the stockholders and/or upon the occurrence of any specified event or condition, and/or (ii) exclusively on certain matters, or, upon the occurrence of any specified event or condition, on all or certain matters. The Board of Directors, in establishing a series of Preferred Stock and fixing the voting rights thereof, may determine that the voting power of each share of such series may be greater or less than the voting power of each share of the Common Stock or of other series of Preferred Stock notwithstanding that

the shares of such series of Preferred Stock may vote as a single class with the shares of other series of Preferred Stock and/or with the shares of Common Stock.

#### Article 6A. INDEMNIFICATION

1. Except as limited by law or as provided in Paragraphs 2 and 3; each Officer of this Corporation (and his heirs and personal representatives) shall be indemnified by this Corporation against all Expense incurred by him in connection with each Proceeding in which he is involved as a result of his serving or having served as an Officer of this Corporation or, at the request of this Corporation, as a director, officer, employee or other agent of any other organization.

2. No indemnification shall be provided to an Officer with respect to a matter as to which it shall have been adjudicated in any proceeding that he did not act in good faith in the reasonable belief that his action was in the best interests of this Corporation.

3. In the event that a Proceeding is compromised or settled so as to impose any liability or obligation upon an Officer or upon this Corporation, no indemnification shall be provided to said Officer with respect to a matter if this Corporation has obtained an opinion of counsel that with respect to said matter said Officer did not act in good faith in the reasonable belief that his action was in the best interests of this Corporation.

4. To the extent authorized by the Board of Directors or the stockholders, this Corporation may pay indemnification in advance of final disposition of a Proceeding, upon receipt of an undertaking by the person indemnified to repay such indemnifica-

tion if it shall be established that he is not entitled to indemnification by an adjudication under Paragraph 2 or by an opinion of counsel under Paragraph 3 hereof.

5. For the purposes of this Article,

(a) "Officer" means any person who serves or has served as a director or in any other office filled by election or appointment by the stockholders or the Board of Directors;

(b) "Proceeding" means any action, suit or proceeding, civil or criminal, brought or threatened in or before any court, tribunal, administrative or legislative body or agency; and

(c) "Expense" means any liability fixed by a judgment, order, decree, or award in a Proceeding, any amount reasonable paid in

settlement of a Proceeding and any professional fees and other disbursements reasonably incurred in a Proceeding.

6. Nothing in this Article shall limit any lawful rights to indemnification existing independently of this Article.

#### Article 6B. TRANSACTIONS WITH INTERESTED PERSONS

1. Unless entered into in had faith, no contract or transaction by this Corporation shall be void, voidable or in any way affected by reason of the fact that it is with an Interested Person.

2. For the purposes of this Article, "Interested Person" means any person or organization in any way interested in this

Corporation whether as an officer, director, stockholder, employee or otherwise, and any other entity in which any such person or organization or this Corporation is in any way interested.

3. Unless such contract or transaction was entered into in bad faith, no Interested Person, because of such interest, shall be liable to this Corporation or to any other person or organization for any loss or expense incurred by reason of such contract or transaction or shall be accountable for any gain or profit realized from such contract or transaction.

4. The provisions of this Article shall be operative notwithstanding the fact that the presence of an Interested Person was necessary to constitute a quorum at a meeting of directors or stockholders of this Corporation at which such contract or transaction was authorized or that the vote of an Interested Person was necessary for the authorization of such contract or transaction.

#### Article 6C. STOCKHOLDERS' MEETINGS

Meetings of Stockholders of this Corporation may be held anywhere in the United States.

#### Article 6D. AMENDMENT OF BY-LAWS

The By-Laws may provide that the Board of Directors as well as the stockholders may make, amend or repeal the By-Laws of this Corporation, except with respect to any provision thereof which by law, by these Articles or by the By-Laws requires action by the Stockholders.

#### Article 6E. ACTING AS A PARTNER

This Corporation may be a partner in any business enterprise which it would have power to conduct by itself.

#### Article 6F. FAIR PRICE

The affirmative vote of the holders of not less than 80 percent of the outstanding shares of "Voting Stock" (as hereinafter defined) of the Corporation and the affirmative vote of the holders of not less than two-thirds of the outstanding shares of Voting Stock held by stockholders other than a "Related Person" (as hereinafter defined) shall be required for the approval or authorization of any "Business Combination" (as hereinafter defined) of the Corporation with any Related Person; provided, however, that the 80 percent and two-thirds voting requirements shall not be applicable if:

(1) The "Continuing Directors" of this Corporation (as hereinafter defined) by a two-thirds vote of the Continuing Directors then in office have approved the Business Combination;

(2) The Business Combination is solely between the Corporation and another corporation, one hundred percent of the Voting Stock of which is owned directly or indirectly by the Corporation; or

(3) The Business Combination is a merger or consolidation and the consideration to be received per share by holders of Common Stock of the Corporation in the Business Combination is cash and is in an amount not less than the

highest per share price (with appropriate adjustments for recapitalizations and for stock splits, stock dividends and like distributions or transactions), paid by the Related Person in acquiring any of its holdings of the Corporation's Common Stock. For the purposes of this Article:

(i) The term "Business Combination" shall mean (a) any merger or consolidation of the Corporation or a subsidiary of the Corporation with or into a Related Person, (b) any sale, lease, exchange, transfer or other disposition, including without limitation a mortgage or any other security device, of all or any "Substantial Part" (as hereinafter defined) of the assets either of the Corporation or of a subsidiary of the Corporation, to a Related Person, (c) any merger or consolidation of a Related Person with or into the Corporation or a subsidiary of the Corporation, (d) any sale, lease, exchange, transfer or other disposition of all or any Substantial part of the assets of a Related Person to the Corporation or a subsidiary of the Corporation, (e) the issuance of any securities of the Corporation or a subsidiary of the Corporation to a Related Person, (f) any recapitalization that would have the effect of increasing the voting power of a Related Person with respect to the Corporation, (g) the adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of a Related Person, or (h) any agreement, contract or other

arrangement providing for any of the transactions described in this definition of Business Combination.

(ii) The term "Related Person" shall mean and include any individual, corporation, partnership or other person or entity which, together with its "Affiliates" and "Associates" (as defined under Rule 12b-2 in effect-as of February 1, 1983 promulgated under the Securities Exchange Act of 1934), "beneficially owns" (as defined under Rule 13d-3 in effect as of February 1, 1983 promulgated under the Securities Exchange Act of 1934) in the aggregate 20 percent or more of the outstanding Voting Stock of the Corporation, and any Affiliate or Associate of any such individual, corporation, partnership or other person or entity.

(iii) The term "Substantial Part" shall mean more than 30 percent of the fair market value of the total assets of the corporation or entity in question, as of the end of its most recent fiscal year ending prior to the time the determination is being made.

(iv) Without limitation, any shares of Common Stock of the Corporation that any Related Person has the right to acquire pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise, shall be deemed beneficially owned by the Related Person.

(v) The term "Voting Stock" shall mean all outstanding shares

of capital stock of the Corporation or another corporation entitled to voice generally in the election of

directors and each reference to a proportion of shares of Voting Stock shall refer to such proportion of the votes entitled to be cast by such shares.

(vi) The term "Continuing Director" shall mean a Director who was a member of the Board of Directors of the Corporation on the date of adoption of this Article by the stockholders of the Corporation, a Director who was a member of the Board of Directors of the Corporation immediately prior to the time that the Related Person involved in a Business Combination became a Related Person and a person elected a Director who had been recommended by two-thirds of the then Continuing Directors in office to succeed a Continuing Director.

The provisions set forth at this Article may not be repealed or amended in any respect, unless such action is approved by the Affirmative vote of the holders of not less than 80 percent of the outstanding shares of Voting Stock of the Corporation; provided, however, that if there is a Related Person at that time., such action must also be approved by the affirmative vote of the holders of not less than two-thirds of the outstanding shares of Voting Stock held by stockholders other than the Related Person; provided, further, however, that any amendment alteration, change or repeal of any provision of this Article declared advisable by the affirmative vote of two-thirds of the Continuing Directors then in office may be approved by the affirmative vote of two-thirds of the outstanding shares of Voting Stock of the Corporation.

FEDERAL IDENTIFICATION  
NO. 04-2103460

THE COMMONWEALTH OF MASSACHUSETTS  
OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE  
MICHAEL JOSEPH CONNOLLY, SECRETARY  
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108  
ARTICLES OF AMENDMENT  
GENERAL LAWS, CHAPTER 156B, SECTION 72

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We, Anthony F. DiFillippo, President, and William H. Gorham, Clerk, of Unifirst Corporation located at 68 Jonspin Road, Wilmington, Massachusetts 01887 do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on January 12, 1988, by vote of 4,212,143 shares of Common Stock out of 5,039,552 shares outstanding, being at least two-thirds of each class outstanding and entitled to vote thereon and of each class or series of stock whose rights are adversely affected thereby. (2)

-----  
(2) For amendments adopted pursuant to Chapter 156B, Section 71.

TO CHANGE the number of shares and the par value, if any, of each class of stock within the corporation fill in the following:

The total presently authorized is:

KIND OF STOCK	NO PAR VALUE NUMBER OF SHARES	WITH PAR VALUE NUMBER OF SHARES	PAR VALUE
COMMON			

-----  
-----  
PREFERRED  
-----  
-----

Change the total to:

-----  
-----  
KIND OF STOCK                    NO PAR VALUE                    WITH PAR VALUE                    PAR VALUE  
   NUMBER OF SHARES                    NUMBER OF SHARES                     
-----  
COMMON  
-----  
-----

-----  
-----  
PREFERRED  
-----  
-----

Article 6 of the Restated Articles of Organization of UniFirst Corporation (the "Company") is hereby amended by adding the following Article 6G thereto:

Article 6G. LIMITATION OF LIABILITY OF DIRECTORS. No Director of this Company shall be personally liable to the Company or its shareholders for monetary damages for breach of fiduciary duty as a Director notwithstanding any provision of law imposing such liability; provided, however, that this Article shall not eliminate or limit any liability of a Director (i) for any breach of the Director's duty of loyalty to the Company or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Sections 61 or 62 of the Massachusetts Business Corporation Law, or (iv) with respect to any transaction from which the Director derived an improper personal benefit.

The provision of this Article shall not eliminate or limit the liability of a Director of this Company for any act or omission occurring prior to the date on which this Article became effective. No amendment or repeal of this Article shall adversely affect the rights and protection afforded to a Director of this Company under this Article for acts or omissions occurring while this Article is in effect.

If the Massachusetts Business Corporation Law is subsequently amended to further eliminate or limit the personal liability of directors or to authorize corporate action to further eliminate or limit such liability, then the liability of the Directors of this Company shall be eliminated or limited to the fullest extent permitted by the Massachusetts Business Corporation Law as so amended.

This Article does not limit the Company's powers, or Directors' rights, under Article 6A of the Company's Restated Articles of Organization, or as otherwise permitted by law.



The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of The General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this 13th day of January, in the year 1988.

/s/ Anthony F. DiFillippo  
-----  
Anthony F. DiFillippo, President

/s/ William H. Gorham  
-----  
William H. Gorham, Clerk

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

I hereby approve the within articles of amendment and, the filing fee in the amount of \$75.00 having been paid, said articles are deemed to have been filed with me this 20th day of January, 1988.

/s/ Michael J. Connolly  
MICHAEL JOSEPH CONNOLLY  
Secretary of State

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF AMENDMENT TO BE SENT

TO:

Raymond C. Zemlin, Esq.  
Goodwin, Procter & Hoar  
Exchange Place  
Boston, MA 02109  
Telephone: (617) 570-1512



FEDERAL IDENTIFICATION  
NO. 04-2103460

THE COMMONWEALTH OF MASSACHUSETTS

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE  
MICHAEL J. CONNOLLY, Secretary  
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

ARTICLES OF AMENDMENT  
GENERAL LAWS, CHAPTER 156B, SECTION 72

We, John B. Bartlett, Vice President, and William H. Gorham, Clerk of UniFirst Corporation located at 68 Jonspin Road, Wilmington, MA 01887 do hereby certify that these ARTICLES OF AMENDMENT affecting Articles NUMBERED 4A & 3 of the Articles of Organization were duly adopted at a meeting held on January 12, 1993, by vote of:

7,974,161 shares of Common Stock out of 10,202,504 shares outstanding,  
being at least two-thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby.(2)

(2) For amendments adopted pursuant to Chapter 156B, Section 71.

To CHANGE the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total presently authorized is:

WITHOUT PAR VALUE STOCKS

WITH PAR VALUE STOCKS

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS	
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES PAR VALUE
COMMON:		COMMON	
		Common Stock	20,000,000 \$0.10
PREFERRED:		PREFERRED:	

Preferred Stock 2,000,000 \$1.00

CHANGE the total authorized to:

WITHOUT PAR VALUE STOCKS

WITH PAR VALUE STOCKS

TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
COMMON:		COMMON		
		Common Stock	30,000,000	\$0.10
		Class B Common Stock	20,000,000	\$0.10
PREFERRED:		PREFERRED:		
		Preferred Stock	2,000,000	\$1.00

AMENDMENTS TO  
THE RESTATED ARTICLES OF ORGANIZATION  
OF  
UNIFIRST CORPORATION

1. Article 4A is hereby amended to read in its entirety as follows:

ARTICLE 4A. DESCRIPTION OF AUTHORIZED CAPITAL STOCK

I. Three classes of stock are authorized: Two classes of common stock, each having a par value of \$0.10 per share, and one class of Preferred Stock having a par value of \$1.00 per share. Except as otherwise provided in these Restated Articles of Organization, stock of any class or series authorized hereby or pursuant hereto may be issued from time to time by authority of the Board of directors for such consideration as from time to time may be fixed by vote of the Board of Directors providing for the issue of such stock.

A. COMMON STOCK

1. Authorization of Two Classes.

As of the date and time this Amendment to the Restated Articles of Organization shall become effective under the laws of the Commonwealth of Massachusetts (the "Effective Time"), there shall be two classes of common stock, par value \$0.10 per share. The first class shall be denominated Common Stock and shall consist of thirty million (30,000,000) shares. The Second class shall be denominated Class B Common Stock ("Class B Stock") and shall consist of twenty million (20,000,000) shares.

No additional shares of Class B Stock shall be authorized without the affirmative vote of a majority of all votes entitled to be cast by the holders of the Common Stock and Class B Stock, voting as separate classes.

No shares of Class B Stock shall be issued without the affirmative vote of a majority of all votes entitled to be cast by the holders of the Common Stock and the Class B Stock, voting as separate classes, except (i) in connection with a single, one-time only offer to the holders of Common Stock to exchange shares of outstanding Common Stock for shares of Class B Stock on a share-for-share basis, such offer to be made on such date as is determined by the Board of Directors; or (ii) in connection with stock splits, stock dividends or other similar recapitalizations.

2. Powers, Preferences and Rights.

Except as otherwise required by law, the powers, preferences and rights of the Common Stock and the Class B Stock shall be as set forth herein.

3. Voting Rights.

Each share of Common Stock shall be entitled to one (1) vote and each share of Class B Stock shall entitle the holder thereof to ten (10) votes. Except as set forth herein, all actions submitted to a vote of stockholders shall be voted on by the holders of Common Stock and Class B Stock (as well as the holders of any series of Preferred Stock, if any, entitled to vote thereon) voting together as a single class.

With respect to the election of Directors, holders of Common Stock voting separately as a single class shall be entitled to elect, at such time as is determined by the Board of Directors, but in no event later than January 31, 1995; 25% of the total number of Directors constituting the total Board of Directors and, if such 25% is not a whole number, then the holders of Common Stock shall be entitled to elect the nearest higher whole number of Directors that is at least 25% of the total number of Directors and shall have the sole right to

A-1

remove such Director(s). With respect to the election of the remaining Directors, holders of Class B Stock shall vote together with the holders of Common Stock, as a single class.

The holders of Common Stock and Class B Stock shall each be entitled to vote separately as a single class with respect to matters which require class votes under the Business Corporation Law of the Commonwealth of Massachusetts, with holders of Class B Stock voting on matters affecting Class B Stock and holders of Common Stock voting on matters affecting Common Stock.

Except as otherwise provided by law or pursuant to this Article 4A or by vote or votes of the Board of Directors providing for the issue of any series of Preferred Stock, the holders of the Common Stock and the Class B Stock shall have sole voting power for all purposes, each holder of the Common Stock and Class B Stock being entitled to vote as provided in this Section A.3.

4. Dividends.

a. If and when a dividend on the Class B Stock is declared by the Board of Directors, whether payable in cash, in property or in shares of stock of the Corporation, a dividend shall also be declared on the Common Stock. The cash dividend payable on each outstanding share of Common Stock shall be one hundred twenty-five percent (125%) of the cash dividend payable on each outstanding share of Class B Stock. If dividends are declared that are payable in shares of Common Stock or Class B Stock, such dividends shall be payable at the same rate on both classes of stock, provided that the dividends payable in shares of Common Stock shall be payable only to holders of Common Stock and the dividends payable in shares of Class B Stock shall be payable only to holders of Class B Stock.

b. Subject to provisions of law and the preferences of the Preferred Stock, the holders of the Common Stock and the Class B Stock shall be entitled to receive dividends at such time and in such amounts, subject to Section A.4.a, as may be determined by the Board of Directors and declared out of any funds lawfully available therefore, and shares of Preferred Stock shall not be entitled to share therein except as otherwise expressly provided in the vote or votes of the Board of Directors providing for the issue of such Preferred Stock.

5. Stock Splits and Other Transactions.

Shares of Common Stock or Class B Stock may be split up, subdivided, combined or reclassified, unless at the same time the shares of such other class are proportionately so split up, subdivided, combined or reclassified in a manner which maintains the same proportionate equity ownership between the holders of Common Stock and Class B Stock as comprised on the record date for any such transaction.

6. Liquidation, Dissolution or Winding Up.

In the event of any liquidation, dissolution or winding up of the

Corporation, whether voluntary or involuntary, after payment of or provision for payment of the debts and other liabilities of the Corporation and the preferential amounts to which the holders of any stock ranking prior to the Common Stock and the Class B Stock in the distribution of assets shall be entitled upon such liquidation, dissolution or winding up, the holders of the Common Stock and the Class B Stock shall be entitled to receive an equal amount with respect to each share owned.

7. Conversion of Class B Stock.

a. The holder of each share of Class B Stock shall have the right at any time, and from time to time, at such holder's option, to convert such share into one fully paid and nonassessable share of Common Stock on and subject to the terms and conditions set forth in this Section A.7.

b. In order to exercise his conversion privilege, the holder of any shares of Class B Stock to be converted shall present and surrender the certificate or certificates representing such shares during normal business hours at the principal executive offices of the Corporation or, if an agent for the registration of the transfer of shares of Common Stock is then duly appointed and acting (the "Transfer Agent"), then at the office of the Transfer Agent, accompanied by a written notice of the election by the record holder thereof to convert, and (if so

A-2

required by the Corporation or the Transfer Agent) by instruments of transfer, in form reasonably satisfactory to the Corporation or the Transfer Agent. A conversion shall be deemed to have occurred at the close of business on the date when the Corporation or the Transfer Agent, as the case may be, has received the prescribed written notice, the required certificate or certificates and any such instruments of transfer (the "Conversion Date"). Such notice shall also state the name or names (with address) in which the certificate or certificates for shares of Common Stock issuable on such conversion shall be registered. The person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable or such conversion shall be, for the purpose of receiving dividends and for all other corporate purposes whatsoever, deemed to have become the holder or holders of record of the shares of Common Stock represented thereby on the Conversion Date.

c. As promptly as practicable after the presentation and surrender for conversion, as herein provided, of any certificate for shares of Class B Stock, the Corporation shall issue and deliver at such office or agency, to or upon the written order of the holder hereof, certificates for the number of shares of Common Stock issuable upon such conversion. In case any certificate for shares of Class B Stock shall be surrendered for conversion of only a part of the shares represented thereby, the Corporation shall deliver at such office or agency, to or upon the written order of the holder thereof, a certificate or certificates for the number of shares of Class B Stock represented by such surrendered certificate which are not being converted. The issuance of certificates for shares of Common Stock issuable upon the conversion of shares of Class B Stock by the registered holder thereof shall be made without charge to the converting holder for any tax imposed on the Corporation in respect of the issue thereof. The Corporation shall not, however, be required to pay any tax which may be payable with respect to any transfer involved in the issue and delivery of any certificate in a name other than that of the registered holder of the shares being converted, and the Corporation shall not be required to issue or deliver any such certificate unless and until the person requesting the issue thereof shall have paid to the Corporation the amount of such tax or has established to the satisfaction of the Corporation that such tax has been paid.

d. Upon any conversion of shares of Class B Stock into shares of Common Stock pursuant hereto, no adjustment with respect to dividends shall be made; only those dividends that are payable on the shares so converted as have been declared but not yet paid to holders of record of shares of Class B Stock with respect to a record date prior to the conversion date with respect to the shares so converted; and only those dividends shall be payable on shares of Common Stock issued upon such conversion as have been declared and are payable

to holders of record of shares of Common Stock with respect to a record date on or after such conversion date.

e. In case of any consolidation or merger of the Corporation as a result of which stockholders of the Corporation shall be entitled to receive cash, stock, other securities or other property with respect to or in exchange for stock of the Corporation, each holder of Common Stock and Class B Stock shall be entitled to receive an equal amount of consideration for each share of Common Stock or Class B Stock surrendered in such merger.

f. Shares of the Class B Stock converted into Common Stock shall be retired and shall resume the status of authorized but unissued shares of Class B Stock.

g. The Corporation covenants that it will at all times reserve and keep available, solely for the purpose of issuance upon conversion of the outstanding shares of Class B Stock, such number of shares of Common Stock as shall be issuable upon the conversion of all such outstanding shares of Class B Stock.

#### 8. Limitations on Transfer of Class B Stock.

a. No record or beneficial owner of shares of Class B Stock may transfer, and the Corporation shall not register the transfer of, shares of Class B Stock, whether by sale, assignment, gift, bequest, appointment or otherwise, except to a "Permitted Transferee" as provided herein.

A-3

(i) In the case of a holder of record of the Class B Stock (the "Class B Holder") who is natural person and the beneficial owner of the shares of Class B Stock to be transferred, Permitted Transferees shall mean:

(a) The spouse of such Class B Holder, any lineal descendant of a grandparent of such Class B Holder or of a grandparent of such spouse, or any spouse of such lineal descendant (herein collectively referred to as "Class B Holder's Family Members");

(b) The trustee or trustees of a trust (including a voting trust) solely for the benefit of such Class B Holder and/or one or more of such Class B Holder's Family Members (except for remote contingent interests); provided, however, if at any time such trust ceases to meet the requirements of this Section A.8.a(i)(b), all shares of Class B Stock then held by such trustee or trustees shall, upon receipt by such trustee or trustees of a notice from the Corporation that it has obtained actual knowledge that the trust no longer meets the requirements of this Section A.8.a(i)(b), be automatically converted into Common Stock on a share-for-share basis, and stock certificates formerly representing such shares of Class B Stock shall thereupon and thereafter be deemed to represent a like number of shares of Common Stock;

(c) A corporation, of which all of the record and beneficial owners of outstanding capital stock are, or a partnership in which all of the partners are, and all of the partnership interests are owned by, the Class B Holder and/or one or more of the Permitted Transferees of such Class B Holders as determined under this Section A.8; provided, however, if by reason of any change in the ownership of such stock or partners or partnership interest, such corporation or partnership would no longer qualify as a Permitted Transferee of such Class B Holder, then all shares of Class B Stock then held by such corporation or partnership shall, upon receipt by such partnership or corporation

of a notice from the Corporation that it has obtained actual knowledge that such corporation or partnership no longer qualifies as a Permitted Transferee, be automatically converted into shares of Common Stock on a share-for-share basis, and stock certificates formerly representing such shares of Class B Stock shall thereupon and thereafter be deemed to represent a like number of shares of Common Stock and

(d) The executor, administrator or personal representative of the estate of a deceased Class B Holder or the trustee of the estate of a bankrupt or insolvent Class B Holder or, the guardian or conservator of a Class B Holder adjudged disabled or incompetent by a court of competent jurisdiction, acting in his capacity as such.

(ii) In the case of a Class B Holder holding the shares of Class B Stock as trustee pursuant to a trust (including a voting trust) other than an irrevocable trust as described in Section A.8.a(iii) below, Permitted Transferees shall mean:

- (a) any successor trustee of such trust;
- (b) the person or persons who established such trust; and
- (c) a Permitted Transferee of any person who established such trust.

(iii) In the case of a Class B Holder holding the shares of Class B Stock as trustee pursuant to a trust which was irrevocable on the Record Date (a "Transferor Trust"), Permitted Transferees shall mean:

- (a) any successor trustee of such Transferor Trust;
- (b) any person to whom or for whose benefit the principal or income may be distributed either during or at the end of the term of such Transferor Trust whether by power of appointment or otherwise; and
- (c) a Permitted Transferee of any person who established such trust.

A-4

(iv) In the case of a Class B Holder which is a partnership and the beneficial owner of the shares of Class B Stock proposed to be transferred, Permitted Transferees shall mean:

- (a) any partner of such partnership who was also a partner of such partnership on the Record Date;
- (b) any person transferring shares of Class B Stock to such partnership after the Record Date (provided, however, that such transfer to the partnership was made in accordance with this Section A.8, and further provided that such transferor may not receive shares of Class B Stock in excess of the shares transferred to such partnership); and
- (c) any Permitted Transferee of such person referred to in Section A.8.a(iv)(a) or (b) above, provided that in the case of Section A.8.a(iv)(b), the number of shares which such Permitted Transferee is entitled to receive pursuant to this Section A.8.a(iv)(c) shall not exceed the number of shares such person would have been entitled to receive pursuant to Section A.8.a(iv)(b).



(v) In the case of a Class B Holder which is a corporation and the beneficial owner of the shares proposed to be transferred, Permitted Transferees shall include only:

(a) any stockholder of such corporation on the Record Date that is generally entitled to vote in the selection of directors of such corporation (a "Voting Stockholder"), provided that such corporation does not have more than 20 Voting Stockholders of Record on the Record Date;

(b) any stockholder of such corporation on the Record Date who receives shares of Class B Stock pro rata to his stock ownership in such corporation through a dividend or through a distribution made upon liquidation of such corporation;

(c) any person transferring shares of Class B Stock to such corporation after the Record Date (provided, however, that such transferor may not receive shares of Class B Stock in excess of the shares transferred by the transferor to such corporation);

(d) any Permitted Transferee of such stockholder or person referred to in Sections A.8.a(v) (a), (b) or (c) above, provided that in the case of Section A.8.a(v) (c), the number of shares which such Permitted Transferee is entitled to receive pursuant to this Section A.8.a(v) (d) shall not exceed the number of shares such person would have been entitled to receive pursuant to Section A.8.a(v) (c); and

(e) the survivor of a merger or consolidation of such corporation but only if all of the record and beneficial owners of the outstanding capital stock of such survivor immediately after the merger or consolidation are Permitted Transferees of such corporation; provided, however, if by reason of any change in the ownership of such stock such surviving corporation would no longer qualify as a Permitted Transferee, then all shares of Class B Stock then held by such surviving corporation shall, upon receipt by such surviving corporation of a notice from the Corporation that it has obtained actual knowledge that the surviving corporation no longer qualifies as a Permitted Transferee, be automatically converted into shares of Common Stock on a share-for-share basis, and stock certificates formerly representing such shares of Class B Stock shall thereupon and thereafter be deemed to represent a like number of shares of Common Stock.

(vi) In the case of a Class B Holder who is the executor or administrator of the estate of a deceased Class B Holder, guardian or conservator of the estate of a disabled or incompetent Class B Holder or who is a trustee of the estate of a bankrupt or insolvent Class B Holder, Permitted Transferees shall include only a Permitted Transferee of such deceased, disabled, bankrupt or Insolvent Class B Holder.

b. Notwithstanding anything to the contrary set forth herein, any Class B Holder may pledge such holder's shares of Class B Stock to a pledge pursuant to a bona fide pledge of such shares as collateral security for indebtedness due to the pledge, provided that such shares shall not be transferred to or registered in the name of the pledge and shall remain subject to the provisions of this Section A.8. In the event of foreclosure or other similar action by the pledge, such pledged shares of Class B Stock may only be

transferred to the pledgor or a Permitted Transferee of the pledgor or converted into shares of Common Stock, as the pledge may elect.

c. For purposes of this Section A.8:

(i) the "Record Date" with respect to shares of Class B Stock is the date on which such share of Class B Stock is issued;

(ii) in the case of any transfers by a trust, partnership or corporation pursuant to Section A.8.a(ii), (iii), (iv), and (v), the trust, partnership or corporation, as the case may be, may not transfer to a Permitted Transferee more shares of Class B Stock than such Permitted Transferee or the person from whom such Permitted Transferee derived its Permitted Transferee relationship, contributed to the trust, partnership or corporation;

(iii) any limitation on the number of shares of Class B Stock permitted to be transferred imposed by this Section A.8 shall be adjusted appropriately for any stock splits, stock dividends or other similar recapitalizations effected during any time period in question;

(iv) the term "spouse" shall refer to any then present or former spouse;

(v) the relationship of any person that is derived by or through legal adoption shall be considered a natural one;

(vi) each joint owner of shares of Class B Stock shall be considered a Class B Holder of such shares;

(vii) a minor for whom shares of Class B Stock are held pursuant to a Uniform Gifts to Minors Act or similar law shall be considered a Class B Holder of such shares; and

(viii) unless otherwise specified, the term "person" means both natural persons and legal entities.

d. Any transfer of shares of Class B Stock not permitted hereunder shall result in the automatic conversion of the transferee's shares of Class B Stock into an equal number of shares of Common Stock, effective as of the date on which certificates representing such shares of Class B Stock are presented for transfer on the stock transfer record books of the Corporation; provided, however, that if the Corporation should determine that such shares were not so presented for transfer within twenty (20) days after the date of such transfer, sale, assignment or other disposition, as determined in good faith by the Board of Directors or its appointed agent. The Corporation may, in its discretion from time to time or as a condition to the transfer or the registration of transfer of shares of Class B Stock to a purported Permitted Transferee, require the furnishing of such affidavits or other proof as it deems necessary to establish that a holder of Class B Stock or proposed transferee is a Permitted Transferee. If no indication to the contrary is supplied at the time shares of Class B Stock are presented for transfer, the transfer shall be presumed by the Corporation to be a transfer to a person other than a Permitted Transferee.

9. Registration of Class B Stock in Name of Beneficial Owner.

Shares of Class B Stock shall be registered in the name(s) of the beneficial owner(s) thereof (as hereinafter defined) and no in "street" or "nominee" names. For the purposes of Section A.8 and A.9, the term "beneficial owner(s)" of any shares of Class B Stock shall mean the person or persons who possess the power to vote or dispose, or to direct the voting or disposition, of such shares and "beneficially owned" shares shall refer to shares owned by such a beneficial owner. The Corporation shall note on the certificates representing the shares of Class B Stock that there are restrictions on transfer and registration of transfer imposed by Section A.8 and A.9.

10. Termination of Class B Stock.

All outstanding shares of Class B Stock shall automatically, without further act or deed on the part of this Corporation or any other person, be

converted into shares of Common Stock on a share-for-share basis:

a. at such time as the total number of shares of Class B Stock issued and outstanding constitutes less than 10% of the total of all shares of Common Stock and Class B Stock then issued and outstanding;

b. if, solely as a result of the existence of the Class B Stock, the Common Stock is excluded from trading on the New York Stock Exchange, the American Stock Exchange and all other national securities exchanges and is also excluded from quotation on the National Association of Securities Dealers Automated Quotation System and any other quotation system then in use; or

c. at any time when the Board of Directors and the holders of a majority of the outstanding shares of the Class B Stock approve the conversion of all of the Class B Stock into Common Stock.

In the event of any automatic conversion of Class B Stock pursuant to this Section A.10, certificates formerly representing outstanding shares of Class B Stock will thereafter be deemed to represent a like number of shares of Common Stock.

#### B. PREFERRED STOCK.

1. The Preferred Stock may be divided into two or more series. The Board of Directors may, from time to time, establish and designate the different series and the variations in the relative rights and preferences as between the different series as provided in Section B.2 hereof, but in all other respects all shares of the Preferred Stock shall be identical. In the event that at any time the Board of Directors shall have established and designated only one series of Preferred Stock, or two or more series of Preferred Stock, consisting of a number of shares less than all of the authorized shares of Preferred Stock, the remaining authorized shares of Preferred Stock not being a part of any such designated series shall be deemed to be shares of an undesignated series of Preferred Stock until designated by the Board of Directors as being a part of any series theretofore, or then being, established by the Board of Directors.

2. The Board of Directors is hereby expressly authorized, subject to the provisions of this description of classes of stock, to establish one or more series of Preferred Stock and, with respect to each series, to fix and determine by vote providing for the issue of such series:

a. the number of shares to constitute such series and the distinctive designated thereof;

b. the dividend rate on the shares of such series and the divided payment dates;

c. whether or not the shares of such series shall be redeemable, and, if redeemable, the redemption prices which the shares of such series shall be entitled to receive and the terms and manner of redemption;

d. the preferences, if any, and the amounts which the shares of such series shall be entitled to receive and all other special or relative rights of the shares of such series, upon the voluntary and involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

e. whether or not the shares of such series shall be subject to the operation of a retirement, sinking or purchase fund or funds to be applied for redemption of such shares and, if such retirement, sinking or purchase fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

f. whether or not the shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes of stock of the corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such exchange may be made, with such adjustments, if any, as shall be stated in such vote;

g. whether or not the shares of such series shall have voting rights, and, if so, the conditions under which the shares of such series shall vote as a separate class; and

h. such other designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions of such series to the full extent now or hereafter permitted by the laws of the Commonwealth of Massachusetts.

Notwithstanding the fixing of the number of shares constituting a particular series, the Board of Directors may at any time thereafter authorize the issuance of additional shares of the same series.

3. Holders of Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, but only out of funds legally available for the payment of dividends, cash dividends at the annual rates fixed by the Board of Directors for the respective series, payable on such dates in each year as the Board of Directors shall fix for the respective series as provided in subsection B.2.b (hereinafter referred to as "dividend dates") Until all accrued dividends on all series of Preferred Stock shall have been declared and set apart for payment through the last preceding dividend date set for all holders of any other class of stock of the Corporation, other than a dividend payable in Common Stock of the Corporation. Dividends on shares of Preferred Stock of any series shall accumulate from and after the day on which such shares are issued, but arrearages in the payment thereof shall not bear interest. No dividend shall be declared and set apart for payment on any series of Preferred Stock in respect of any dividend period unless there shall likewise be declared and set apart for payment on all shares of Preferred Stock of each series at the time outstanding such dividends as would be payable on the said share through the last preceding dividend date if all dividends were declared and paid in full. Nothing herein contained shall be deemed to limit the right of the Corporation to purchase or otherwise acquire at any time any shares of its capital stock; provided that no shares of capital stock shall be purchased or redeemed (a) at any time when accrued dividends on any series of Preferred Stock remain unpaid for any period to and including the last preceding dividend date, or (b) in contravention of the provisions of the next paragraph of this Section B.3.

In addition to and notwithstanding the provisions of the preceding paragraph of this Section B.3,

a. no dividend shall be paid on any shares of any class of stock of the Corporation other than the Preferred Stock, and

b. no shares of any class of stock of the Corporation other than Preferred Stock shall be purchased or redeemed

if the effect thereof would be to reduce the capital and surplus of the Corporation below an amount equal to the preferential amount payable on all then outstanding shares of Preferred Stock of the Corporation upon the dissolution of, or the distribution of the assets of, the Corporation; but neither the Corporation nor any director shall, unless otherwise provided by law, have any obligation or liability to any holder of Preferred Stock for any such dividend on or purchase or redemption of stock other than Preferred Stock if made or authorized in good faith in the reasonable belief that the effect thereof would not be to reduce the capital and surplus of the corporation to such extent.

For purposes of this description of classes of stock, and of any vote fixing the terms of any series of Preferred Stock, the amount of dividends "accrued" on any shares of Preferred Stock of any series as at any dividend date shall be deemed to be the amount of any unpaid dividends accumulated thereon to an including such dividend date, whether or not earned or declared, and the amount of dividends "accrued" on any share of Preferred Stock of any series as at any date other than a dividend date shall be calculated as the amount of any unpaid dividends accumulated thereon to and including the last preceding dividend date whether or not earned or declared, plus an amount computed, on the basis of 360 days per annum, for the period after such last preceding dividend date to and including the date as of which the calculation is made at the annual dividend rate fixed for the shares of such series.

4. Upon the dissolution of the Corporation, or upon any distribution of its assets pursuant to a plan of liquidation, before any payment or distribution of the assets of the Corporation shall be made to or set apart for any other class of stock, the holders of Preferred Stock shall be entitled to payment of the amount of the preference payable upon such dissolution, or distribution of the assets, of the Corporation fixed by the Board of Directors for the respective series as provided in subsection B.2.d. If upon any such dissolution or distribution, the assets of the Corporation shall be insufficient to pay in full to the holders of the Preferred Stock the

A-8

preferential amount aforesaid, the such assets, or the proceeds thereof, shall be distributed among the holders of each series of Preferred Stock ratably in accordance with the sums which would be payable on such distribution if all sums payable were discharged in full. The voluntary sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation, the merger or consolidation of the Corporation into or with any such corporation, or the merger of any other corporation into it, shall not be deemed to be a dissolution of, or a distribution of the assets of, the corporation, for the purpose of this Section B.4.

5. In the event that and during the period in which any series of the Preferred Stock shall be redeemable, then, at the option of the Board of Directors, the Corporation from time to time may redeem all or any part of the outstanding shares of such series at the redemption price and upon the terms and conditions fixed by the Board of Directors as provided in subsection B.2.c (the sum so payable upon any redemption of Preferred Stock being hereinafter referred to as the "redemption price"); provided that not less than 30 days previous to the date fixed for redemption notice of the time and place thereof shall be mailed to each holder of record of the shares so to be redeemed at his address as shown by the records of the Corporation; and provided further than in the case of redemption of less than all of the outstanding shares of any series of Preferred Stock the shares to be redeemed shall be chosen by lot or in such equitable manner as may be prescribed by the Board of Directors. At any time after notice of redemption shall have been mailed as above provided but before the redemption date, the Corporation may deposit the aggregate redemption price in trust with a bank or trust company in New York New York, Boston, Massachusetts, or any other city in which the Company shall at that time maintain a transfer agency with respect to any class of its stock, having capital, surplus and undivided profits of at least \$5,000,000, and name in such notice. Upon the making of such deposit, or if no such deposit is made then upon such redemption date (unless the Corporation shall default in making payment of the redemption price), holders of the shares of Preferred Stock called for redemption shall cease to be stockholders with respect to such shares notwithstanding that any certificate for such shares shall not have been surrendered; and thereafter such shares shall no longer be transferable on the books of the Corporation and such holders shall have no interest in or claim against the Corporation with respect to said shares, including but not limited to the right to vote, except the right (a) to receive payment of the redemption price upon surrender of their certificates, or (b) to exercise on or before the date fixed for redemption such rights, if any, not theretofore expiring as such shares so called for redemption may have to be converted into, or to be exchanged for, shares of stock of another class or classes of another series of the same class or classes of stock of the Corporation. Any funds deposited in trust as aforesaid which shall not be required for such redemption, because of the exercise of any right of conversion or exchange subsequent to the date of such deposit or otherwise, shall be returned to the Corporation forthwith. The Corporation shall be entitled to receive from any such bank or trust company the interest, if any, allowed on any moneys deposited pursuant to this Section B.5, and the holders of any shares so redeemed shall have no claim to any such

interest. Any funds to deposited by the Corporation and unclaimed at the end of five years from the date fixed for such redemption shall be repaid to the Corporation upon its request, after which repayment the holders of such shares who shall not have made claim against such moneys prior to such repayment shall be deemed to be unsecured creditors of the Corporation, but only for a period of two years from the date of such repayment (after which all rights of the holders of such shares are unsecured creditors or otherwise shall cease), for an amount equivalent to the amount deposited as above stated for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

In order to facilitate the redemption of any shares of Preferred Stock, the Board of Directors is authorized to cause the transfer books of the Corporation to be closed as to the shares to be redeemed.

6. Any shares of Preferred Stock which shall at any time have been redeemed, or which shall at any time have been surrendered for conversion or exchange or for cancellation pursuant to any retirement, sinking or purchase fund provisions with respect to any series of Preferred Stock, shall be retired and shall thereafter have the status of authorized and unissued shares of Preferred Stock undesignated as to series.

7. The Common Stock and Class B Stock shall have exclusive voting power except as required by law and except to the extent the Board of Directors, shall, as the time any series of Preferred Stock is established, determine that the shares of such series shall vote (i) together as a single class with shares of Class B Stock

A-9

and/or with share of one or more other series of Preferred Stock on all or certain matters presented to the stockholders and/or upon the occurrence of any specific event or condition, and/or (ii) exclusively on certain matters, or, upon the occurrence of any specified event or condition, on all or certain matters. The Board of Directors, in establishing a series of Preferred Stock and fixing the voting rights thereof, may determine that the voting power of each share of such series may be greater or less than the voting power of each share of the Common Stock or Class B Stock or other series of Preferred Stock notwithstanding the shares of such series of Preferred Stock may vote as a single class with the shares of other series of Preferred Stock and/or with the shares of Class B Stock.

A-10

SEE ATTACHED SHEET 4A.

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of The General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effect date not more than thirty days after such filing, in which event the amendment will become effective on such later date. LATER EFFECTIVE DATE: \_\_\_\_\_

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereunto signed our names this 21st day of January in the year 1993.

/s/ John B. Bartlett

-----  
President/Vice President

/s/ William H. Gorham

-----  
Clerk/Assistant Clerk

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

GENERAL LAWS, CHAPTER 156B, Section 72

I hereby approve the within articles of amendment and, the filing fee in the amount of \$30,100 having been paid, said articles are deemed to have been filed with me this 22nd day of January, 1993.

/s/ Michael Joseph Connolly  
Michael J. Connolly  
Secretary of State

TO BE FILLED IN BY CORPORATION

PHOTOCOPY OF ARTICLES OF AMENDMENT TO BE SENT

To: Andrew F. Viles, Esq.  
Goodwin, Procter & Hoar  
Exchange Place, Boston, MA 02109

(617) 570-1294

A-12



Amended at 1/14/86,  
7/29/87, 11/16/89,  
11/15/90 and 7/11/91  
Board of Directors'  
Meetings

BY-LAWS

Of

UNIFIRST CORPORATION

ARTICLE I

Stockholders

1. Meetings. Meetings of stockholders may be held at the principal office of the corporation in the Commonwealth of Massachusetts, or at such other places within or without the Commonwealth of Massachusetts as may be specified in the notices of such meetings; provided, that when any such meeting is convened, the presiding officer may adjourn the meeting for a period of time not to exceed 60 calendar days if (a) no quorum is present for the transaction of business or (b) the Board of Directors determines that adjournment is necessary or appropriate to enable the stockholders (i) to consider fully information that the Board of Directors determines has not been made sufficiently or timely available to stockholders or (ii) otherwise to exercise effectively their voting rights. The presiding officer in such event shall announce the adjournment and date, time and place of reconvening and shall cause notice thereof to be posted at the original place of meeting designated in the notice sent to stockholders; and if such date is more than ten calendar days after the original date of meeting designated in the notice sent to stockholders the Clerk or Assistant Clerk (or other person authorized by these By-laws or by law) shall give notice thereof as provided in Section 5 of this Article I.

2. Annual Meeting. The annual meeting of stockholders shall be held on such date and at such time and place as shall be determined by the Board of Directors or the Chairman or vice Chairman of the Board, which date, time and place may subsequently be changed at any time, including during the year in which such determination occurs, by vote of the Board of Directors. The purposes for which such annual meeting is to be held, in addition to those prescribed by law, by the Articles

of Organization or by these By-laws, may be specified by the Board of Directors or the Chairman or vice Chairman of the Board. If no annual meeting of stockholders has been held within six months of the end of the fiscal year of the corporation, a special meeting in lieu thereof may be held or, there may be action by written consent of the stockholders on matters to be voted on at the annual meeting of stockholders, and such special meeting or written consent shall have for the purposes of these By-laws or otherwise all the force and effect of an annual meeting of stockholders.

3. Special Meetings. Special meetings of stockholders may be called by the Chairman or Vice Chairman of the Board or by the Board of Directors at such date, time and place as they may determine, which date, time and place may subsequently be changed at any time by vote of the Board of Directors. Such special meetings shall be called by the Clerk, or in case of the death, absence, incapacity or refusal of the Clerk, by any other officer, upon written application of one or more stockholders who hold at least two-thirds in interest of the capital stock entitled to vote at such meeting. The call for the special meeting of stockholders may be oral or written and shall state the date, time, place and purposes of such meeting.

4. Matters to be Considered at Meetings. Except as provided in Article II Section 3, at annual and special meetings of stockholders, only such business shall be conducted, and only such proposals shall be acted upon, as shall have

been properly brought before such meeting (a) by, or at the direction of, a majority of the Board of Directors or (b) by any holder of record (both as of the time notice of such proposal is given by the stockholder as set forth below and as of the record date for the meeting in question) of any shares of the corporation's stock outstanding and entitled to vote at such meeting who complies with the procedures set forth in this Section 4. For a proposal to be properly brought before any such meeting by a stockholder, other than a stockholder proposal included pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended, in the proxy statement distributed on behalf of the Board of Directors, the stockholder must have given timely notice thereof in writing to the Clerk of the corporation and such stockholder or his representative must be present in person at such meeting. To be timely, a stockholder's notice must be delivered to, or mailed and received by, the Clerk at the principal executive offices of the corporation (a) not less than 75 calendar days nor more than 120 calendar days prior to the anniversary date of the immediately preceding annual meeting of stockholders or special meeting in lieu thereof (the "Anniversary Date") or (b) in the case of a special meeting of stockholders or in the event that the annual meeting of stockholders is called for a date (including any change in a date determined pursuant to

2

Section 2 or 3 of this Article I) more than 75 calendar days prior to the Anniversary Date, not later than the close of business on (i) the 20th calendar-day (or if that day is not a business day for the corporation, on the next succeeding business day) following the earlier of (1) the date on which notice of the date of such meeting was mailed to stockholders, or (2) the date on which the date of such meeting was publicly disclosed, or (ii) if such date of notice or public disclosure occurs more than 75 calendar days prior to the scheduled date of such meeting, the 75th calendar day prior to such scheduled date of such meeting (or if that day is not- a business day for the corporation, on the next succeeding business day). Such stockholder's notice to the Clerk shall set forth as to each matter the stockholder proposes to bring before such meeting (a) a brief description of the proposal desired to be brought before such meeting and the reasons for conducting such business at such meeting, (b) the name and address, as they appear on the corporation's stock transfer books, of the stockholder proposing such business and of the beneficial owners (if any) of the stock registered in such stockholder's name and the name and address of other stockholders known by such stockholder to be supporting such proposal, (c) the class and number of shares of the corporation's capital stock which are beneficially owned by the stockholder and such beneficial owners (if any) on the date of such stockholder's notice and by any other stockholders known by such stockholder to be supporting such proposal on the date of such stockholder's notice, and (d) any substantial interest, direct or indirect, of the stockholder in such proposal.

Notwithstanding anything in these By-laws to the contrary, no business shall be conducted at a meeting of stockholders except in accordance with the procedures set forth in this Article I or in Section 3 of Article II; provided, however, that nothing in this Article I shall be deemed to preclude discussion of any business brought before such meeting. The presiding officer of any such meeting may, if the facts warrant, determine and declare to such meeting that business was not properly brought before such meeting in accordance with this Article I, and if such officer should so determine, he or she shall so declare to such meeting and that business shall be disregarded.

5. Notice of Meetings. A written notice of the date, time and place of each meeting of stockholders stating the purposes of such meeting shall be given by the Clerk or an Assistant Clerk (or other person authorized by these By-laws or by law) at least seven calendar days before such meeting to each stockholder entitled to vote thereat and to each stockholder who, by law, by the Articles of Organization or by these By-laws, is entitled to such notice, by leaving such notice with him or at his residence or usual place of business,

3

or by mailing it, postage prepaid, and addressed to such stockholder at his address as it appears in the records of the corporation. A written waiver of

notice, executed before or after a meeting by such stockholder or his attorney thereunto authorized and filed with the records of the meeting shall be deemed equivalent to notice of such meeting.

6. Quorum. The holders of a majority in interest of all stock issued, outstanding and entitled to vote at a meeting shall constitute a quorum, but if a quorum is not present, a lesser number may adjourn the meeting from time to time and such meeting may be held as adjourned without further notice.

7. Voting and Proxies. Unless otherwise provided by law or by the Articles of Organization, stockholders shall have one vote for each share of stock entitled to vote owned by them of record according to the books of the corporation and a proportionate vote for a fractional share. Stockholders may vote either in person or by written proxy dated not more than six months before the meeting of stockholders named therein. Proxies shall be filed with the Clerk of such meeting, or of any adjournment thereof, before being voted. Except as otherwise permitted by law or limited therein, proxies shall entitle the persons authorized thereby to vote at any adjournment of such meeting but shall not be valid after final adjournment of such meeting. A proxy with respect to stock held in the name of two or more persons shall be valid if executed by one of them unless at or prior to exercise of the proxy the corporation receives a specific written notice to the contrary from any one of them. A proxy purporting to be executed by or on behalf of a stockholder shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

8. Action at Meeting. When a quorum is present, any matter before a meeting of stockholders shall be decided by vote of the holders of a majority of the shares of stock voting on such matter, except where a larger vote is required by law, by the Articles of Organization or by these By-laws. Any election by stockholders shall be determined by a plurality of the votes cast, except where a larger vote is required by law, by the Articles of Organization or by these By-laws. No ballot shall be required for any election unless requested by a stockholder entitled to vote in the election. The corporation shall not directly or indirectly vote any share of its own stock.

9. Action without Meeting. Any action to be taken at any annual or special meeting of stockholders may be taken without a meeting if all stockholders entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of stockholders. Such consents shall be treated for all purposes as a vote at a meeting.

4

10. Tabulation of Votes. At any annual or special meeting of stockholders, the presiding officer shall be authorized to appoint a Teller for such meeting. The Teller may, but need not, be an officer, employee or agent of the corporation. The Teller shall be responsible for tabulating or causing to be tabulated shares voted at the meeting and reviewing or causing to be reviewed all proxies. In tabulating votes, the Teller shall be entitled to rely in whole or in part on tabulations and analyses made by personnel of the corporation, its counsel, its transfer agent, its registrar or such other organizations that are customarily employed to provide such services. The Teller shall be authorized to determine the legality and sufficiency of all votes cast and proxies delivered under the Articles of Organization, under these By-laws and under applicable law. The presiding officer of the meeting may review all determinations made by the Teller hereunder, and in doing so such presiding officer shall be entitled to exercise his sole judgment and discretion and shall not be bound by any determinations made by the Teller. All determinations by the Teller and, if applicable, the presiding officer of the meeting shall be subject to further review by any court of competent jurisdiction.

## ARTICLE II

### Directors

1. Powers. The business of the corporation shall be managed by a Board of Directors who may exercise all the powers of the corporation except as otherwise provided by law, by the Articles of Organization or by these By-laws. In the

event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

2. Number, Election, Qualification and Term of Office. The Board of Directors shall be composed of such number of members (which shall not be less than three) as shall be fixed by the Board, by vote of a majority of the entire Board, pursuant to Section 5 of this Article II; provided, however, that no decrease in the number comprising the Board of Directors made pursuant to this Section shall shorten the term of any incumbent directors. The Board of Directors shall be divided into three classes, as nearly equal in number as possible. The Directors need not be stockholders. At each annual meeting of stockholders, the successors to the class of directors whose term expires at that meeting shall be elected to hold office for a term continuing until the annual meeting of stockholders held in the third year following the year of their election and until their successors are duly elected and qualified or until their earlier resignation, death or removal;

5

provided, that in the event of failure to hold such an annual meeting or to hold such election at such meeting, the election of Directors may be held at any special meeting of stockholders called for that purpose. Directors, except those appointed by the Board of Directors to fill vacancies, shall be elected by a plurality vote of the stockholders, voting by ballot either in person or by proxy.

Any Director may resign by delivering a written resignation to the corporation at its principal office or to the President, Clerk or Secretary, Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

3. Director Nominations. Nominations of candidates for election as Directors at any annual meeting of stockholders or special meeting in lieu thereof may be made (a) by; or at the direction of, a majority of the Board of Directors, or (b) by any stockholder of record (both as of the time notice of such nomination is given by the stockholder as set forth below and as of the record date for the meeting in question) of any shares of the corporation's capital stock outstanding and entitled to vote at such meeting who complies with the procedures set forth in this Section 3. Any stockholder who seeks to make such a nomination, or his representative, must be present in person at such meeting. Only persons nominated in accordance with the procedures set forth in this Section 3 shall be eligible for election as Directors at an annual meeting or special meeting in lieu thereof of stockholders.

Nominations, other than those made by, or at the direction of, the Board of Directors, shall be made pursuant to timely notice in writing to the Clerk of the corporation as set forth in this Section 3. To be timely, a stockholder's notice shall be delivered to, or mailed and received by, the Clerk at the principal executive offices of the corporation (a) not less than 75 calendar days nor more than 120 calendar days prior to the anniversary date of the immediately preceding annual meeting of stockholders or special meeting in lieu thereof (the "Anniversary Date") or (b) in the case of a special meeting of stockholders or in the event that the annual meeting of stockholders is called for a date (including any change in a date determined pursuant to Section 2 or 3 of Article 1) more than 75 days prior to the Anniversary Date, not later than the close of business on (i) the 20th calendar day (or if that day is not a business day for the corporation, on the next succeeding full business day) following the earlier of (1) the date on which notice of the date of such meeting was mailed to stockholders, or (2) the date on which. the date of such meeting was publicly disclosed, or (ii) if such date of notice or public disclosure occurs more than 75 calendar days prior to the scheduled date of such meeting, the 75th calendar day prior

6

to such scheduled date of such meeting (or if that day is not a business day for the corporation, on the next succeeding business day). Such stockholder's notice shall set forth (a) as to each person whom the stockholder proposes to nominate for election or re-election as a Director (i) the name, age, business address and residence address of such person; (ii) the principal occupation or employment of such person during the past five years; (iii) the class and number of shares of the corporation's stock (if any) which are beneficially owned by such person on the date of such stockholder notice, (iv) a description of any of the following events that occurred within the last five years that is material to the evaluation of the ability or integrity of such person: (1) any petition under Federal bankruptcy laws or any state insolvency laws was filed by or against such person, (2) such person was convicted in, or named the subject of, any criminal proceeding (excluding traffic violations and other minor offenses), (3) such person was found by any court of competent jurisdiction to have violated any Federal or state securities law or Federal commodities law, which judgment or finding has not been subsequently reversed, suspended or vacated, or (4) such person was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated of any court of competent jurisdiction or any Federal or state governmental or quasi-governmental agency, authority or commission enjoining him or otherwise limiting him from engaging in any type of business practice or in any activity in connection with the purchase or sale of any security or commodity; and (v) the consent of each nominee to serve as a Director if so elected; and (b) as to the stockholder giving the notice (i) the name and address, as they appear on the corporation's stock transfer books, of such stockholder and of the beneficial owners (if any) of the stock registered in such stockholder's name and the name and address of other stockholders known by such stockholder to be supporting such nominees; (ii) the class and number of shares of the corporation's stock which are beneficially owned by such stockholder and such beneficial owners (if any) on the date of such stockholder notice and by any other stockholders known by such stockholder to be supporting such nominees on the date of such stockholder notice; (iii) a representation that the stockholder or his representative intends to appear in person at the meeting to nominate the person or persons specified in the notice; and (iv) a description of all arrangements or understandings between such stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by such stockholder; provided, that nothing in subsection (a) or (b) of this Section shall require the stockholder giving such notice to provide to the corporation copies of such stockholder's preliminary or definitive proxy, proxy statement, or other soliciting material filed with the Securities and Exchange

7

Commission. At the request of the Board of Directors, any person nominated by, or at the direction of, the Board of Directors for election as a Director shall furnish to the Secretary or Clerk of the corporation that information required to be set forth in a stockholder's notice of nomination which pertains to the nominee.

No person shall be elected by the stockholders as a Director unless nominated in accordance with the procedures set forth in this Section 3. Election of Directors at an annual meeting of stockholders or special meeting in lieu thereof need not be by written ballot, unless otherwise provided by the Board of Directors or presiding officer at such meeting. If written ballots are to be used, ballots bearing the names of all the persons who have been nominated for election as Directors at such meeting in accordance with the procedures set forth in this Section 3 shall be provided for use at the meeting. The presiding officer of any such meeting may, if the facts warrant, determine and declare to such meeting that a nomination was not made in accordance with the procedures set forth in this Section 3, and, if the presiding officer should so determine, he or she shall so declare to such meeting and such nomination shall be disregarded.

4. Vacancies. The Board of Directors may act notwithstanding a vacancy or vacancies in its membership. If the office of any Director shall become vacant by reason of an increase in size of the Board of Directors, or the death, resignation, disqualification or removal of a Director or otherwise, such vacancy or vacancies shall be filled solely by the affirmative vote of the Directors then in office, even though less than a quorum. Any Director elected in accordance with this Section 4 shall hold office for the remainder of the

full term of the class of Directors in which the vacancy occurred or the new directorship was created and until his or her successor is chosen and qualified or until his or her earlier resignation, death or removal.

5. Size of the Board. The number of members of the Board of Directors shall be fixed only by the Board of Directors by a vote of the majority of the Directors then in office.

6. Removal. Except as otherwise provided by the Articles of Organization, a Director may be removed from office by vote of majority of the shares of stock outstanding and entitled to vote in the election of Directors or by vote of a majority of the entire number of Directors then in office, only for the following reasons: (i) conviction of a felony; (ii) declaration of unsound mind by order of court; (iii) gross dereliction of duty; (iv) commission of action involving moral turpitude; or (v) commission of an action which constitutes intentional

8

misconduct or a knowing violation of law, if such action in either event results both in an improper substantial personal benefit to such Director and a material injury to the corporation.

A Director may be removed only after reasonable notice and opportunity to be heard before the body proposing removal.

7. Meetings. Regular meetings of the Board of Directors may be held without notice at such time, date and place as the Board of Directors may from time to time determine. A regular meeting of the Board of Directors may be held without notice at the same place as the annual meeting of stockholders, or the special meeting held in lieu thereof, following such meeting of stockholders.

Special meetings of the Board of Directors may be called, orally or in writing, by the Chairman or Vice Chairman of the Board designating the time, date and place thereof.

8. Notice of Meetings. Notice of the time, date and place of all special meetings of the Board of Directors shall be given to each Director by the Secretary, or if there be no Secretary, by the Clerk or Assistant Clerk, or in case of the death, absence, incapacity or refusal of such persons, by the officer or one of the Directors calling the meeting. Notice shall be given to each Director in person or by telephone or by telegram sent to his business or home address at least twenty-four hours in advance of the meeting, or by written notice mailed to his business or home address at least forty-eight hours in advance of the meeting. Notice need not be given to any Director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A notice or waiver of notice of a meeting of the Board of Directors need not specify the purposes of the meeting.

9. Quorum. At any meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum. Less than a quorum may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice.

10. Action at Meeting. At any meeting of the Board of Directors at which a quorum is present, a majority of the Directors present may take any action on behalf of the Board of Directors, unless a larger number is required by law, by the Articles of Organization or by these By-laws.

9

11. Action by Consent. Any action to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting of the Board of Directors.

12. Committees. The Board of Directors, by vote of a majority of the Directors then in office, may elect from its number an Executive Committee or other committees and may delegate thereto some or all of its powers except those which by law, by the Articles of Organization, or by these By-laws may not be delegated. Except as the Board of Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board of Directors or in such rules, its business shall be conducted so far as possible in the same manner as is provided by these By-laws for the Board of Directors. All members of such committees shall hold such offices at the pleasure of the Board of Directors. The Board of Directors may abolish any such committee at any time. Any committee to which the Board of Directors delegates any of its powers or duties shall keep records of its meetings and shall report its action to the Board of Directors. The Board of Directors shall have power to rescind any action of any committee, but no such rescission shall have retroactive effect.

### ARTICLE III

#### Officers

1. Enumeration. The officers of the corporation shall consist of a Chairman of the Board, a Vice Chairman of the Board, a President, a Treasurer, a Clerk, and such other officers, including one or more Vice Presidents, Assistant Treasurers, Assistant Clerks or a Secretary, as the Board of Directors may determine.

2. Election. The Chairman of the Board, Vice Chairman of the Board, President, Treasurer and Clerk shall be elected annually by the Board of Directors at their first meeting following the annual meeting of stockholders. Other officers may be chosen by the Board of Directors at such meeting or at any other meeting.

3. Qualification. The Chairman of the Board and the Vice Chairman of the Board shall be elected from the Board of Directors, but no other officer need be a stockholder or Director. Any two or more offices may be held by any person. The Clerk shall be a resident of Massachusetts unless the

10

corporation has a resident agent appointed for the purpose of service of process. Any officer may be required by the Board of Directors to give bond for the faithful performance of his duties in such amount and with such sureties as the Board of Directors may determine.

4. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-laws, the Chairman of the Board, Vice Chairman of the Board, President, Treasurer and Clerk shall hold office until the first meeting of the Board of Directors following the next annual meeting of stockholders and until their respective successors are chosen and qualified; and all other officers shall hold office until the first meeting of the Board of Directors following the next annual meeting of stockholders and until their successors are chosen and qualified, or for such shorter term as the Board of Directors may fix at the time such officers are chosen. Any officer may resign by delivering his written resignation to the corporation at its principal office or to the Chairman of the Board, Vice Chairman of the Board, President, Clerk or secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

5. Removal. The Board of Directors may remove any officer with or without cause by a vote of a majority of the entire number of Directors then in office; provided, that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors.

6. Vacancies. Any vacancy in any office may be filled for the unexpired portion of the term by the Board of Directors.

7. Chairman of the Board, Vice Chairman of the Board, President and Vice Presidents. Except as otherwise determined by the Board of Directors, the Chairman of the Board shall be the chief executive officer of the corporation and shall, subject to the direction of the Board of Directors, have general supervision and control of its business. Unless otherwise provided by the Board

of Directors he shall preside, when present, at all meetings of stockholders and of the Board of Directors.

The Vice Chairman of the Board, President, and any vice President shall have such powers and shall perform such duties as the Board of Directors may from time to time designate.

8. Treasurer and Assistant Treasurers. The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of account. He shall

11

have custody of all funds, securities, and valuable documents of the corporation, except as the Board of Directors may otherwise provide.

Any Assistant Treasurer shall have such powers and perform such duties as the Board of Directors may from time to time designate.

9. Clerk and Assistant Clerks. The Clerk shall keep a record of the meetings of stockholders. In case a Secretary is not elected or is absent, the Clerk or an Assistant Clerk shall keep a record of the meetings of the Board of Directors. In the absence of the Clerk from any meeting of stockholders, an Assistant Clerk if one be elected, otherwise a Temporary Clerk designated by the person presiding at the meeting, shall perform the duties of the Clerk.

10. Secretary. The Secretary, if one be elected, shall keep a record of the meetings of the Board of Directors. In the absence of the Secretary, the Clerk and any Assistant Clerk, a Temporary Secretary shall be designated by the person presiding at such meeting to perform the duties of the Secretary.

11. Other Powers and Duties. Subject to these By-laws, each officer of the corporation shall have in addition to the duties and powers specifically set forth in these By-laws, such duties and powers as are customarily incident to his office, and such duties and powers as may be designated from time to time by the Board of Directors.

#### ARTICLE IV

##### Capital Stock

1. Certificates of Stock. Each stockholder shall be entitled to a certificate of the capital stock of the corporation in such form as may from time to time be prescribed by the Board of Directors. Such certificate shall be signed by the President or a Vice President and by the Treasurer or an Assistant Treasurer. Such signatures may be facsimile if the certificate is signed by a transfer agent, or by a registrar, other than a Director, officer or employee of the corporation. In case any officer who has signed or whose facsimile signature has been placed on such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the time of its issue. Every certificate for shares of stock which are subject to any restriction on

12

transfer and every certificate issued when the corporation is authorized to issue more than one class or series of stock shall contain such legend with respect thereto as is required by law.

2. Transfers. Subject to any restrictions on transfer, shares of stock may be transferred on the books of the corporation by the surrender to the corporation or its transfer agent of the certificate therefor properly endorsed or accompanied by a written assignment and power of attorney properly executed, with transfer stamps (if necessary) affixed, and with such proof of the authenticity of signature as the corporation or its transfer agent may reasonably require.



3. Record Holders. Except as may be otherwise required by law, by the Articles of organization or by these By-laws, the corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to vote with respect thereto, regardless of any transfer, pledge or other disposition of such stock, until the shares have been transferred on the books of the corporation in accordance with the requirements of these By-laws.

It shall be the duty of each stockholder to notify the corporation of his post office address.

4. Record Date. The Board of Directors may fix in advance a time of not more than sixty calendar days preceding the date of any meeting of stockholders, or the date for the payment of any dividend or the making of any distribution to stockholders, or the last day on which the consent or dissent of stockholders may be effectively expressed for any purpose, as the record date for determining the stockholders having the right to notice of and to vote at such meeting, and any adjournment thereof, or the right to receive such dividend or distribution or the right to give such consent or dissent. In such case only stockholders of record on such record date shall have such right, notwithstanding any transfer of stock on the books of the corporation after the record date. Without fixing such record date the Board of Directors may for any of such purposes close the transfer books for all or any part of such period.

If no record date is fixed and the transfer books are not closed, (a) the record date for determining stockholders having the right to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, and (b) the record date for determining stockholders for any other purpose shall be at the

13

close of business on the day on which the Board of Directors acts with respect thereto.

5. Replacement of Certificates. In case of the alleged loss, destruction or mutilation of a certificate of stock, a duplicate certificate may be issued in place thereof, upon such terms as the Board of Directors may prescribe.

6. Issuance of Capital Stock. The Board of Directors shall have the authority to issue or reserve for issue from time to time the whole or any part of the capital stock of the corporation which may be authorized from time to time, to such persons or organizations, for such consideration, whether cash, property, services or expenses, and on such terms as the Board of Directors may determine, including without limitation the granting of options, warrants, or conversion or other rights to subscribe to said capital stock.

7. Redemption of Control Acquisition Shares. Pursuant to Section 6 of Chapter 110D of the Massachusetts General Laws, the Corporation, at its option but without the agreement of a person who has made a "control share acquisition" of the Corporation (as defined in said Chapter), may redeem all but not less than all shares of the Corporation acquired in such control share acquisition.

#### ARTICLE V

##### Miscellaneous Provisions

1. Fiscal Year. Except as otherwise determined by the Board of Directors, the fiscal year of the corporation shall be the twelve months ending the last Saturday in August.

2. Seal. The Board of Directors shall have power to adopt and alter the seal of the corporation.

3. Execution of Instruments. All deeds, leases, transfers, contracts, bonds, notes and other obligations to be entered into by the corporation in the ordinary course of its business without Director action, may be executed on behalf of the corporation by the President or the Treasurer.

4. Voting of Securities. Unless otherwise provided by the Board of Directors, the President or Treasurer may waive notice of and act on behalf of this corporation, or appoint another person or persons to act as proxy or

attorney in fact for this corporation with or without discretionary power and/or power of substitution, at any meeting of stockholders or

14

shareholders of any other corporation or organization, any of whose securities are held by this corporation.

5. Resident Agent. The Board of Directors may appoint a resident agent upon whom legal process may be served in any action or proceeding against the corporation. Said resident agent shall be either an individual who is a resident of and has a business address in Massachusetts, a corporation organized under the laws of Massachusetts, or a corporation organized under the laws of any other state of the United States, which has qualified to do business in, and has an office in, Massachusetts.

6. Corporate Records. The original, or attested copies, of the Articles of Organization, By-laws and records of all meetings of the incorporators and stockholders, and the stock and transfer records, which shall contain the names of all stockholders and the record address and the amount of stock held by each, shall be kept in Massachusetts at the principal office of the corporation, or at an office of its transfer agent, Clerk or resident agent, and shall be open at all reasonable times to the inspection of any stockholder for any proper purpose, but not to secure a list of stockholders for the purpose of selling said list or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a stockholder, relative to the affairs of the corporation.

7. Articles Of Organization. All references in these By-laws to the Articles of Organization shall be deemed to refer to the Restated Articles of organization of the corporation, as restated or amended and in effect from time to time.

8. Amendments. The power to make, amend or repeal By-laws shall be in the stockholders, provided, however, that the Directors may make, amend or repeal the By-laws (other than this Section 8) in whole or in part, except with respect to any provisions thereof which by law, the Articles of Organization or these By-laws requires action by the stockholders. Not later than the time of giving notice of the meeting of stockholders next following the making, amending or repealing by the Directors of any By-law, notice thereof stating the substance of such change shall be given to all stockholders entitled to vote on amending the By-laws. Any amendment or repeal of these By-laws by the Directors and any By-law adopted by the Directors may be amended or repealed by the stockholders.

15

COMMON STOCK  
\$.10 PAR VALUE

-----  
Number  
FBU  
-----

U1st [GRAPHIC & PICTURE OF PEOPLE]

-----  
Shares  
-----

THIS CERTIFICATE IS TRANSFERABLE  
IN BOSTON, NEW YORK CITY,  
CHICAGO OR LOS ANGELES

INCORPORATED UNDER  
THE LAWS OF THE  
COMMONWEALTH  
OF MASSACHUSETTS

CUSIP

UniFirst Corporation

-----  
This Certifies that

is the owner of

-----  
[CERTIFICATE OF STOCK]

FULLY PAID AND NONASSESSABLE SHARES OF COMMON STOCK OF

UniFirst Corporation transferable, so as to affect the rights of the Company, only by transfer recorded on the books of the Company, in person or by duly authorized attorney, and upon surrender of this certificate properly endorsed or assigned. This certificate and the shares represented hereby are received and held subject to the laws of The Commonwealth of Massachusetts, and to the Restated Articles of Organization and the By-Laws of the Company, all as from time to time amended, and the owner of this certificate by accepting the same expressly assents thereto. This certificate is not valid until countersigned and registered by the Transfer Agent and Registrar.

Witness the facsimile seal of the Company and the facsimile signatures of its duly authorized officers.

DATED:

-----  
COUNTERSIGNED AND REGISTERED

-----  
UNIFIRST CORPORATION

EquiServe Trust Company, N.A.

TRANSFER AGENT  
AND REGISTRAR

/s/ Cynthia C. Brown

/s/ Aldo Croatti

1950

American Bank  
Note Company

BY

AUTHORIZED OFFICER

TREASURER

PRESIDENT

MASSACHUSETTS  
-----

UNIFIRST CORPORATION

The Company is authorized to issued Preferred Stock and Common Stock. The Preferred Stock may be divided into and issued in one or more series, having such preferences, voting powers, qualifications and special and relative rights as may be established by the Board of Directors from time to time. A copy of the Company's Restated Articles of Organization setting forth the full text of the preferences, voting powers, qualifications and special and relative rights of the shares of each class (and of each series, if any) of capital stock will be furnished by the Company to the holder of this certificate upon written request and without charge.

For value received, \_\_\_\_\_ hereby sell, assign and transfer unto

-----  
PLEASE INSERT SOCIAL SECURITY OR OTHER  
IDENTIFYING NUMBER OF ASSIGNEE  
-----

-----  
PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING POSTAL ZIP CODE OF ASSIGNEE  
-----

-----  
Shares

-----  
of the capital stock represented by the within Certificate, and do hereby  
irrevocably constitute and appoint  
-----

-----  
Attorney to transfer the said stock on the books of the within-named Company  
with full power of substitution in the premises.

Dated, \_\_\_\_\_

-----  
NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS  
WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT  
ALTERATION OR ENLARGEMENT, OR ANY CHANGE WHATEVER.