



COREWAFER INDUSTRIES INC.

419 Lafayette Street
New York, NY 10003

November 20, 2012

On April 10, 2012 COREwafer Industries, Inc. (“WAFR”) entered into a merger agreement (the “Agreement” with its wholly-owned subsidiary (“Merger Sub”) and Core Wafer Systems, Inc. (the “Company”) the Agreement was subsequently amended on October 20, 2012 whereby (i) Merger Sub shall be merged with and into the Company, (ii) the separate legal existence of Merger Sub shall cease and (iii) the Company shall be the surviving corporation and be a wholly-owned subsidiary of WAFR. Under the terms of the Agreement, the current shareholders of the Company (the “Shareholders”) will acquire 55% of the outstanding equity of WAFR upon the effectiveness of the merger (the “Merger”). The Shareholders shall receive 38,948,345 shares of WAFR’s common stock. The Shareholders shall also receive 10,486,093 shares of convertible preferred stock of WAFR which are convertible after a time into 20,972,186 shares of common stock of WAFR. WAFR filed the certificates of merger with the State of Nevada and the State of New York on October 25, 2012.

COREwafer Industries, Inc. is the parent company of North East Expedite Logistics, a transportation company, and Core Wafer Systems, Inc., a technology leader with a proprietary parallel measurement schema for physical phenomena of semiconductor structures. Additional company information can be obtained on the company website at: <http://www.corewaferindustries.com/>.

COREWAFER INDUSTRIES INC.

BY: /s/ Mr. Gary Polistena

Chief Executive Officer

Amendment to Merger Agreement

As of October 20, 2012, the contract entitled Merger Agreement between the following parties:

ACTION PRODUCTS INTERNATIONAL, INC., a Florida corporation (“APII”)
ACTION PRODUCTS INTERNATIONAL INC, a New York corporation, which is a wholly-owned subsidiary of APII (“Merger Corp.”),
CORE WAFER SYSTEMS, INC., a Nevada corporation (the “Company”).

will be changed as follows:

Paragraph 1 will be changed to read as follows:

"THIS MERGER AGREEMENT (the “Agreement”) is made and entered into on April 10, 2012, by and among COREwafer INDUSTRIES, INC., a Nevada Corporation (“WAFR”) formerly known as Action Products International, Inc. a Florida Corporation (“APII”). ACTION PRODUCTS INTERNATIONAL INC, a New York corporation, which is a wholly-owned subsidiary of APII (“Merger Corp.”), and CORE WAFER SYSTEMS, INC., a Nevada corporation (the “Company”).”

For each and every reference to APII throughout the agreement will be changed to read WAFR.

Schedule 1.5 - WAFR Capitalization

WAFR Capitalization will be changed as follows:

Current fully diluted capitalization of WAFR:	43,687,514
Due to The Bull Consulting Group post-Closing:	1,779,458 shares of Preferred C Stock (convertible at 1-3 into 5,338,375 shares of Common Stock)
WAFR current shareholders post-Closing:	49,025,889
CWS Shareholders shall receive at Closing:	38,948,345 shares of Common Stock 10,486,093 shares of Preferred B Stock (convertible at 1-2 into 20,972,186 shares of Common Stock)
Total shares of Common Stock to CWS Shareholders after conversion of Preferred Stock:	59,920,530 (represents 55% of the outstanding equity of WAFR post-Closing)
Total WAFR outstanding equity of WAFR post-Closing:	108,946,419

Breakdown of WAFR Shares of Common Stock and Preferred Stock to be Issued to CWS Shareholders at Closing

Shares of Common Stock and Preferred Stock of WAFR Post-Closing

1. 100% of the 59,920,530 shares will be issued to Roger Goetz and distributed by him to existing CWS shareholders on a pro-rata basis.

Shares of WAFR Common Stock and Preferred Stock to be Held in Reserve Related to the Lawsuit

These changes are the only changes to the original contract. The entire remainder of the original contract remains in full force.

Signed and Agreed:

Representative of COREwafer INDUSTRIES, INC., a Nevada Corporation (“WAFR”)

/s/ Mr. Gary Polistena Date: 10/20/12

Name: Gary Polistena

Title: Chief Executive Officer

Representative of ACTION PRODUCTS INTERNATIONAL INC, a New York corporation, which is a wholly-owned subsidiary of WAFR (“Merger Corp.”),

/s/ Mr. Gary Polistena Date: 10/20/12

Name: Gary Polistena

Title: Chief Executive Officer

Representative of CORE WAFER SYSTEMS, INC., a Nevada corporation (the “Company”).

/s/ Mr. Roger Goetz Date: 10/20/12

Name: Roger Goetz

Title: Chief Executive Officer