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MEXICO FUND INC
Form POS AMI
July 19, 2001

As filed with the Securities and Exchange Commission on July 19, 2001.
File No. 33-97020
File No. 811-3170

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.

FORM N-2

Registration Statement Under the Investment Company Act of 1940
Amendment No. 36

THE MEXICO FUND, INC.
(Exact Name of Registrant as Specified in Charter)

1775 Eye Street, N.W.
Washington, DC 20006
Registrant's telephone number, including Area Code (202) 261-3300

Sander M. Bieber, Esquire
Dechert
1775 Eye Street, N.W.
Washington, D.C. 20006
(Name and Address of Agent for Service)

If any securities being registered on this form will be offered on a delayed or continuous basis in reliance on Rule 415 under the Securities Act of 1933, other than securities offered in connection with a dividend reinvestment plan, check the following box....

It is proposed that this filing will become effective (check appropriate box)

when declared effective pursuant to Section 8(c)

The following boxes should only be included and completed if the registrant is a registered closed-end management investment company or business development company which makes periodic repurchase offers under Rule 23c-3 under the Investment Company Act and is making this filing in accordance with Rule 486 under the Securities Act.

immediately upon filing pursuant to paragraph (b)

This amendment consists of the following:

- (1) Facing Sheet of the Registration Statement
- (2) Part C of the Registration Statement (including signature page) and
- (3) Exhibits to the Registration Statement

The Prospectus and the Statement of Additional Information are incorporated by reference from Post-Effective Amendment No. 32 to this Registration Statement (File No. 811-3170) filed on October 12, 1995.

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The Financial Statements are incorporated by reference from the Fund's Annual Report (File No. 811-03170) filed on January 3, 2001.

This amendment is being filed solely to file Exhibits Nos. (a) (4), (a) (5) and (b) (2) to this Registration Statement relating to the Articles of Incorporation and By-Laws.

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PART C
OTHER INFORMATION

Registrant's (i) Articles of Incorporation as Amended and Restated as of March 5, 1998; (ii) Articles Supplementary, dated as of November 29, 2000; and (iii) Amended and Restated By-Laws, as adopted November 29, 2000 by Registrant's Board of Directors, are filed herewith as Exhibits (a) (4), (a) (5) and (b) (2) respectively.

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EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
| (a) (4) | Articles of Incorporation as Amended and Restated as of March 5, 1998. |
| (a) (5) | Articles Supplementary, dated as of November 29, 2000. |
| (b) (2) | By-Laws, as Amended and Restated as of November 29, 2000. |

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SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the Registrant has duly caused this Amendment No. 36 to its Registration Statement under the Investment Company Act of 1940 to be signed on its behalf by the undersigned thereunto, duly authorized, in the District of Columbia, on the 19th day of July, 2001.

THE MEXICO FUND, INC.

Jose Luis Gomez Pimienta
President*

By: /s/ Dilia M. Caballero

Dilia M. Caballero
As Attorney-in-Fact

* Pursuant to Power of Attorney previously filed as Exhibit 2(n) to Amendment No. 33 of Registrant's Registration Statement under the

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Investment Company Act of 1940, as filed with the Commission June 17, 1998.

| | | |
|--|--|---------------|
| * ----- Jose Luis Gomez Pimienta | President, Director and Principal Executive Officer | July 19, 2001 |
| * ----- Carlos H. Woodworth | Treasurer and Principal Financial and Accounting Officer | July 19, 2001 |
| * ----- Juan Gallardo T. | Director | July 19, 2001 |
| * ----- Philip Caldwell | Director | July 19, 2001 |
| * ----- Claudio Z. Gonzalez | Director | July 19, 2001 |
| * ----- Robert L. Knauss | Director | July 19, 2001 |
| * ----- Agustin Santamarina V. | Director | July 19, 2001 |
| * ----- Jaime Serra Puche | Director | July 19, 2001 |